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Recent changes to Brazilian securities law

**Antonio Felix de Araujo Cintra
Tozzini, Freire, Teixeira e Silva Advogados
Sao Paulo**

The slow but consistent reduction of interest rates in Brazil, one of the consequences of the federal government's tight fiscal policy, signals a likely improvement in economic activity. This interest rate reduction is expected to improve the conditions for growth of the country's capital markets (which will, at the same time, provide the capital required for economic growth) and provide the basis for an increase of commercial and industrial activities.

Expansion in capital markets transactions and the more stringent standards brought by the increased participation of international players in the Brazilian markets have provided the incentive for Comissão de Valores Mobiliários – CVM (the Brazilian equivalent to the US Securities and Exchange Commission) to create new regulations aimed at modernizing the regulatory framework for issuing securities in the local market.

The most important measure implemented by the CVM in this regard was the enactment, on December 29 2003, of Instruction CVM 400. This new regulation consolidated the rules governing public offerings of securities in Brazil and revoked both Instruction CVM 13, which governed primary offerings, and Instruction CVM 88, which governed secondary offerings.

By enacting Instruction CVM 400 the regulator incorporated several practices already commonly used in the local market into the Brazilian system, most of them as a result of foreign investment bankers' participation in global offerings of securities by Brazilian issuers.

Among such innovations are: (i) the possibility of determining the issue price of securities by means of a book-building procedure, in which investors indicate their intention to purchase the offered securities at different price levels; (ii) the so-called greenshoe option, whereby the issuer grants the underwriters an option to purchase additional shares in case the offer is over-subscribed; (iii) the possibility of setting up programmes for issuing securities, by means of shelf-registration procedures; and (iv) rules applicable to offerings made simultaneously in Brazil and abroad, such as global offerings of shares and depositary receipts.

Another innovation of the new regulation is the authority granted to the CVM to grant exemptions from registration, provided that some requirements are met, such as offers made to qualified investors. Based on such exemptions, issuers and the underwriters may



be able to structure offerings that will not require registration, reducing the costs related to the transaction.

Instruction CVM 400 also aims at guaranteeing that the public will receive, or have access to, all information necessary to make an informed investment decision in connection with any securities offering. For this purpose, the regulations provide detailed guidelines as to the contents of a prospectus, which must contain information on the offering, the offered securities and their respective rights, the offeror of the securities, the issuer and its financial and business situation, third-party guarantors (if any), and any other parties that may receive the proceeds from the offering.

The regulations also provide that the offeror of the securities is responsible for the veracity, consistency, quality and sufficiency of the information disclosed to the public during the distribution period. On the other hand, the underwriter is responsible for taking all precautions, and is liable in case of lack of diligence or omission, to ensure that the information provided by the offeror during such period is true and correct and allows the investor to make an informed decision about the offer.

One consequence of these rules and their emphasis on disclosure of information will be that issuers, underwriters, and their respective counsel will develop stricter due diligence procedures to gather the information necessary to prepare the prospectus.

In addition to the new general regulation of public offerings of securities, the CVM has also recently enacted Instruction CVM 404, which establishes simplified registration rules for offerings of standardized debentures. The rationale of the regulation is twofold: (i) to provide issuers with a faster route to access the local market, allowing them to take advantage of windows of opportunity; and (ii) to lay the grounds for the creation of a larger secondary market of debentures, based on the fact that standard provisions will make it easier for investors to evaluate and buy or sell the securities.

These new regulations are a sign that the CVM is moving in the right direction to create the basis for a larger capital market in Brazil, without losing sight of its duties: (i) to protect the holders of, and investors in, securities issued and traded in Brazil; (ii) to ensure that the Brazilian public receives all information it needs about securities traded in the local market and the companies that issue them; and (iii) to ensure that all players in the Brazilian market make use of equitable business practices in all transactions with securities.

Banking

Recommended firms

Machado Meyer Sendacz e Opice – Advogados

Pinheiro Guimarães – Advogados

Pinheiro Neto Advogados

Tozzini Freire Teixeira e Silva

Mattos Filho Veiga Filho Marrey Jr e Quiroga Advogados

Demarest e Almeida

Barbosa Müssnich & Aragão

Levy & Salomão Advogados

Souza Cescon Avedissian Barriou e Flesch Advogados

Trench Rossi e Watanabe

Ulhôa Canto Rezende e Guerra

Machado Meyer Sendacz e Opice – Advogados

Machado Meyer Sendacz e Opice – Advogados is consistently cited as a top firm for legal advice by clients and competitors alike. The status it holds is perhaps best summed up by one client who commented that the firm “is the most up-to-date firm, with excellent lawyers and very prompt at giving responses. They inspire a lot of confidence and have great market credibility.” With over 200 lawyers it is one of the four largest firms in Brazil, and its combination of excellent resources and star lawyers places it comfortably in the top tier.

Another client describes the firm as having a “truly excellent banking department, which fulfils the requirements of any demanding client – very well rounded.” This banking department has recently been expanded, with Silvia Rajsfeld Fiszman and Rodrigo Marcilio joining as associates, bringing the department’s headcount up to six partners and 15 associates. Headed by the widely respected José Roberto Opice, the banking section has been busy over the last year advising a highly prestigious list of clients that includes Citibank, HSBC, Deutsche Bank, WestLB and JP Morgan. Lawyers Fábio Yamada and Leonardo Di Cola from Machado Meyer acted for HSBC Bank during its loan contract arrangement with Petróleo Brasileiro. The deal was closed in late 2003 and valued at \$100 million.

Fábio Yamada, regarded in some quarters as an up-and-coming lawyer, also acted in the \$135 million Unifrax Corporation senior credit facility arrangement. Working alongside him on the deal were In Hee Cho and Renato Gomes Ribeiro Maggio. The enormously respected lawyer Nei Schilling Zelmanovits has also been active in the firm’s banking practice and, along with a team of two other

lawyers, advised BNP Paribas and Société Générale in the granting of a credit facility. The deal was valued at \$194 million. Machado Meyer also advised Arysta Life Sciences Corporation in connection with a \$250 million syndicated loan agreement, with Carlos José Rolim de Mello overseeing the deal.

Machado Meyer is a member of the Atlantic Pact group, which allies it with heavyweight firms from both Latin America and Europe, including Cuatrecasas of Spain, Gonçalves Pereira, Castelo Branco e Associados of Portugal and leading Argentine firm Pérez Alati, Grondona, Benitsen, Amtsen & Martínez De Hoz.

Key contact partners

Antonio Corrêa Meyer
José Roberto Opice
Nei Schilling Zelmanovits

Leading lawyers

José Roberto Opice
Nei Schilling Zelmanovits

Pinheiro Guimarães – Advogados

Although it has fewer lawyers than other top firms, Pinheiro Guimarães is still regarded as an excellent provider of banking law advice. The São Paulo office of the banking practice is headed by partner Francisco José Pinheiro Guimarães, with Plínio Pinheiro Guimarães steering the Rio office. The firm offers the full range of banking services, including advice on syndicated loans, credit facilities and refinancing transactions. Comments on the firm by clients and competitors were universally positive, and pointed to the firm's "personal and more responsive service" noting that "their attention to detail is great – this is a truly outstanding firm." One client dubbed it "undoubtedly a firm of international reputation which fulfils the requirements of any investment bank."

The banking team has recently increased in number. The Rio office has seen the arrival of Guilherme Dantas Rocha Coelho, who joins the firm at associate level from Gouvêa Vieira, and William B Meissner, formerly senior counsel at Citigroup, has joined the São Paulo office as a partner. He joins a team of five partners and 13 associates that has recently provided advice to such companies as Companhia Siderúrgica Nacional, Citigroup, Dresdner Bank, Unibanco – União de Bancos Brasileiros and the Votorantim Group.

The Votorantim Group deal involved a debt issue through a Cayman Islands affiliate, and was valued at some \$250 million. The transaction involved input from ABN AMRO, was underwritten by UBS and was overseen by a team of lawyers from Pinheiro Guimarães including Francisco José Pinheiro Guimarães, Marcelo Lamy Rego and the highly recommended Sergio Ramos Yoshino. In a separate deal, Yoshino worked on a \$77 million local debt issue, offering his expertise to Banco do Brasil, Unibanco –

União de Bancos Brasileiros, Banco Itaú and Banco Santander.

The Rio office advises an impressive list of clients, including the Mellon Bank and Embratel – Empresa Brasileira de Telecomunicações, which it advised during a \$900 million debt refinancing and reprofiling procedure. Pinheiro Guimarães also advised on the debt refinancing of Canbrás TV a Cabo, and the \$202 million credit facility granted by BNP Paribas and Société Générale to Star One.

Key contact partners

Francisco José Pinheiro Guimarães
Plínio Pinheiro Guimarães
William B Meissner
Marcelo Lamy Rego

Leading lawyers

Francisco José Pinheiro Guimarães
Plínio Pinheiro Guimarães
Sergio Ramos Yoshino

Pinheiro Neto Advogados

Pinheiro Neto Advogados is one of the largest Brazilian firms and is placed by survey respondents in the top rank of banking counsel. In the last year it has hired seven associates into its banking practice, bringing the total of attorneys to 11 partners and 48 associates, operating from offices in São Paulo, Rio de Janeiro and Brasília.

As you would expect from a top-tier firm, Pinheiro Neto "is present in the vast majority of deals" in the Brazilian banking market. Led by the highly respected partner Antonio Mendes, the banking team recently advised Lloyds Bank Subsidiaries and Lloyds TSB Bank as they sold 100% of their banking and personal credit areas to HSBC Latin American Holdings (UK) Ltd and HSBC Bank Brasil – Multiservice Bank. Acting on this \$815 million deal were Alexandre Bertoldi, José Luiz Homem de Mello and João Marcelo Gonçalves Pacheco.

Pinheiro Neto also acted as deal counsel and advised all the concerned parties as Companhia Brasileira de Meios de Pagamento (Visanet) securitized future credit card receivables in a \$500 million paper issue through Brazilian Merchant Voucher Receivables Limited – BMVR, a special purpose company. The firm also acted in the União de Bancos Brasileiros (Unibanco) notes issue, advising both Unibanco and Nomura on Brazilian law. In the deal, Unibanco issued notes aimed at the Japanese market for a total value of ¥25 billion (\$230 million). It was completed in late 2003.

Key contact partner

Antonio Mendes

Leading lawyer

Antonio Mendes

Tozzini Freire Teixeira e Silva

Recommended partners Antonio Felix de Araujo Cintra and Ana Carolina de Salles Freire drive Tozzini's banking practice. This large firm has strength in depth and is consistently recommended for its banking practice. Based in São Paulo, it has three partners and eight associates concentrating on banking work in a department headed by Felix de Araujo Cintra.

Tozzini has had a great year in the banking field, prompting one peer to comment that "despite the downturn in the economy, Tozzini has been very active". The firm has acted as counsel to a raft of international and domestic banks. On the international side, Société Générale sought advice in connection with an export prepayment transaction involving Acesita, a Brazilian steel producer and exporter. Felix de Araujo Cintra was the partner in charge of this \$125 million deal. Tozzini has also assisted Unibanco – União de Bancos Brasileiros, in its capacity as lead arranger, syndication agent and documentation agent, in connection with an export prepayment transaction entered into by Petroflex Indústria e Comércio.

The firm has also been involved in a series of energy finance deals, which has included work for CPFL Energia and Companhia Energética de Petrolina. These deals involved input from partner Vladimir Miranda Abreu, as well as associates Mateus Donato Gianeti and Luís Fernando Sendai Nakandakari.

Key contact partners

Vladimir Miranda Abreu
Antonio Felix de Araujo Cintra
Ana Carolina de Salles Freire

Leading lawyers

Antonio Felix de Araujo Cintra
Ana Carolina de Salles Freire

Mattos Filho Veiga Filho Marrey Jr e Quiroga Advogados

Mattos Filho has a strong presence in both the banking and capital markets fields. Over the last few years, the firm has secured work with some extremely high-profile names, including Siemens, Nokia and Alcatel, which it advised on the refinancing of \$309 million in loan facilities to a subsidiary of Tele Norte. It has also advised Banco Bradesco on its acquisition of JP Morgan's Brazilian asset management business. The firm's client list also includes Bank of America, Goldman Sachs, Banco Itaú and Merrill Lynch.

The Mattos Filho head office is in São Paulo, with three branches located in Brasília, Rio de Janeiro and Salvador. The firm is a prodigious employer, with 20 partners and some 110 associates across its four offices.

Key contact partners

Alvaro Antônio do Cabo Notaroberto Barbosa
José Eduardo Carneiro Queiroz
Sergio Spinelli Silva

Leading lawyers

José Eduardo Carneiro Queiroz
Sergio Spinelli Silva

Demarest e Almeida

With nearly 300 lawyers, Demarest & Almeida is one of the top four Brazilian firms in terms of size. It has a good track record in areas such as rail leasing, hotel finance and power finance.

Barbosa Müssnich & Aragão

Pedro Lanna Ribeiro is the sole partner in charge of the banking practice at Barbosa Müssnich & Aragão, a firm with offices in Rio de Janeiro, São Paulo and Brasília. The firm has recently increased its number of banking associates to 10, recruiting three into the banking team over the last 12 months.

In a deal valued at \$120 million and completed in early 2004, the firm acted as legal counsel to Telemig and Amazônia Celular in relation to a notes issue. The offering will be in two stages; the first by Telemig to the value of \$80 million, and the second in the value of \$40 million by Amazonia. Both tranches are due in 2009.

The firm has also advised Net Serviços e Comunicação, the largest TV cable company in Brazil, in a R\$1.2 billion (\$382 million) debt restructuring deal. Barbosa Müssnich also advised Brasil Telecom on a \$200 million notes issue.

Key contact partner

Pedro Lanna Ribeiro

Capital markets

Recommended firms

Machado Meyer Sendacz e Opice – Advogados

Mattos Filho Veiga Filho Marrey Jr e Quiroga Advogados

Pinheiro Neto Advogados

Barbosa Müssnich & Aragão

Motta Fernandes Rocha Advogados

Pinheiro Guimarães – Advogados

Souza Cescon Avedissian Barriau e Flesch Advogados

Tozzini Freire Teixeira e Silva

Levy & Salomão Advogados

Stuber – Advogados Associados

Machado Meyer Sendacz e Opice – Advogados

Numbering six partners and 12 associates, the capital markets team at Machado Meyer ranks comfortably in the top tier. The team is led by José Roberto Opice, a lawyer praised for his work in several practice areas, and considered in certain circles to be the top finance lawyer in the country.

Along with José Virgílio Enei, he recently advised Merrill Lynch on a \$500 million securitization of credit card receivables. The deal involved a string of domestic banks and was closed in mid-2003.

Again, the firm provided Merrill Lynch with advice when it came to the Banco Bradesco securitization. This involved the issue of subordinated notes from the bank's Grand Cayman branch, which are due in 2013. The deal was worth about \$500 million and was overseen by a team from Machado Meyer that included Nei Schilling Zelmanovits, Carlos José Rolim de Mello, Fábio Yamada and Leonardo Di Cola.

Bear, Stearns and Co and Deutsche Bank Securities Inc turned to Machado Meyer when it came to the \$500 million Petrobras global notes issue. Nei Schilling Zelmanovits was involved in this deal, and worked alongside representatives from Shearman & Sterling and Cleary, Gottlieb, Steen and Hamilton. The firm also advised CSFB and Lehman Brothers on a \$750 million notes issue that was completed in late 2003. Working alongside Nei Schilling Zelmanovits in this deal were Carlos José Rolim de Mello, Fábio Yamada and Leonardo Di Cola.

The firm's client list for capital markets work includes JP Morgan, WestLB, UBS and Goldman Sachs.

Key contact partners

Antonio Corrêa Meyer

José Roberto Opice

Moshe Sendacz

Mattos Filho Veiga Filho Marrey Jr e Quiroga Advogados

Mattos Filho has six partners and some 30 associates who focus on capital markets work, and in Sergio Spinelli Silva it has an outstanding figurehead partner. Alvaro Antônio do Cabo Notaroberto Barbosa and Eduardo Soares are recommended by the market for their structured finance expertise.

The firm's client list includes big hitters from international investment banking, such as Merrill Lynch, Morgan Stanley, Salomon Smith Barney, Banco Santander and UBS.

Key contact partner

Alvaro Antônio do Cabo Notaroberto Barbosa

Sergio Spinelli Silva

Leading lawyer

Sergio Spinelli Silva

Pinheiro Neto Advogados

Pinheiro Neto is a considerable force in the Brazilian financial law market. Its capital markets practice is no exception, and boasts a team of 20 partners and 80 associates based in offices in São Paulo, Rio de Janeiro and Brasília. This department is overseen by Henrique Silva Gordo Lang who has seen six attorneys join the capital markets team in the last year. In the expanded team, five of the associates are US qualified.

Over the last year Pinheiro Neto has turned its hand to a series of paper issues, in the process advising an impressive list of clients. January 2004 saw the completion of a bond issue by the Federal Republic of Brazil, which consisted of a registered public offering in the US. A team from Pinheiro Neto consisting of Fernando J Prado Ferreira and Eduardo Cesar Campos advised Citigroup Global Markets and Deutsche Bank Securities Inc in this \$1.5 billion deal. The firm also offered advice to Banco Bradesco, as it issued subordinated Regulation S and Rule 144A notes in the European, US, Middle Eastern and Latin American markets. The deal was completed in late 2003 and valued at \$500 million.

During the same period the firm has also advised on paper issues involving Credit Suisse First Boston, JP Morgan Securities, Commerzbank, Unibanco and Braskem.

Key contact partners

Alexandre Bertoldi

Fernando J Prado Ferreira

Henrique Silva Gordo Lang

Fernando Alves Meira

Pinheiro Guimarães – Advogados

Described as “excellent” by clients and competitors – in fact one client summed it up by describing the firm as “undoubtedly a firm of international reputation which fulfils the requirement of any investment bank,” Pinheiro Guimarães is favoured by large domestic and international entities for its personalized service and dedicated staff. Dresdner Bank sought out the firm’s advice concerning a local investment fund for fixed income investments by foreign residents. Plínio Pinheiro Guimarães and Paula Pessoa acted on behalf of Pinheiro Guimarães, bringing the \$25 million deal to a close at the end of 2003. These two highly respected partners also advised Goldman Sachs and JP Morgan during the establishment of the first local exchange traded fund in Brazil. Roberta Pimentel also advised on the deal, which involved Banco Nacional de Desenvolvimento Econômico e Social acting as sponsor and Banco Itaú, as fund administrator. The first tranche is awaiting issue in this R\$500 million (\$158 million) deal.

Other recent deals include the establishment of a €150 million (\$181 million) global stock option plan for Axa’s employees worldwide, and the issue of a eurobond by Embratel-Empresa Brasileira de Telecomunicações. The arrangers of this \$275 million deal were Deutsche Bank Securities and Morgan Stanley.

Key contact partners

Plínio Pinheiro Guimarães
Paula Pessoa
Linneu de Albuquerque Mello

Tozzini Freire Teixeira e Silva

With three partners and eight associates, Tozzini’s capital markets team is headed by Antonio Felix de Araujo Cintra, and counts among its clients such firms as Bear Stearns, Banco ABN AMRO Real, Banco Santander Brasil, Banco Itaú and BB Securities.

The firm recently gave legal assistance to Commerzbank and Mizuho Corporate Bank, the joint shareholders of the Brazilian private bank Unibanco – União de Bancos Brasileiros. Tozzini advised on the global offering of around 5.81 billion shares in Brazil, the US and elsewhere, with a total value of R\$637 million (\$221 million). The partners involved in the deal were Antonio Felix de Araujo Cintra and Cintia Vannucci Vaz Guimarães. Associate Suzue Victoria Higa also provided advice.

The firm advised the Brazilian Diversified Payment Rights Finance Company in a \$105 million paper issue of fixed-rate notes due in 2010. It also advised Eletropaulo Metropolitana-Eletricidade de São Paulo on two offers to exchange notes, as well as ABN AMRO Real, which Tozzini advised on the issue of notes through its Grand Cayman branch to the value of \$100 million. The attorneys involved included Camila Milan Acabaya, Ana Carolina de Salles Freire and Luís Fernando Sendai Nakandakari.

Key contact partner

Antonio Felix de Araujo Cintra

Leading lawyer

José Luis de Salles Freire

Mergers and acquisitions

Recommended firms

Barbosa Müssnich & Aragão

Machado Meyer Sendacz e Opice – Advogados

Pinheiro Neto Advogados

Demarest e Almeida

Felsberg e Associados

Mattos Filho Veiga Filho Marrey Jr e Quiroga Advogados

Souza Cescon Avedissian Barriou e Flesch Advogados

Tozzini Freire Teixeira e Silva

Trench Rossi e Watanabe

Barbosa Müssnich & Aragão

Barbosa Müssnich is seen as an excellent firm for M&A work. An agile firm, it receives plaudits for the quality of its advice as well as the “sophistication” provided by the leading attorneys Paulo Cezar Aragão, Plínio Simões Barbosa and Francisco Müssnich. The M&A team consists of eight partners and 34 associates.

Recently, the firm assisted Brasil Telecom as it acquired a submarine fibre optic cable linking Brazil to Central and North America. The cable had been constructed at a cost of more than \$1 billion, and the transaction involved the acquisition of assets and companies in jurisdictions including Brazil, Venezuela, Bermuda and the US. Francisco Müssnich and Amir Bocayuva Cunha acted on the deal, which also saw input from Shearman & Sterling.

Barbosa Müssnich also advised Cigna Saúde Ltda as it issued quotas to the value R\$190 million (\$60 million). These were bought by Amil Group which was represented in the deal by Gouvêa Vieira Advogados and Jeffer Mangels Butler & Marmaro. Francisco Müssnich, Fabiana Peixoto and Rafael Maradei advised on this deal, which was brought to a close in early 2003.

Barbosa Müssnich had a busy year in 2004. In February the firm assisted in a \$131 million divestiture, advising Opportunity as it offloaded the Sweet River Fund – a fund that counted Citibank among its quotaholders. Other firms on Barbosa Müssnich & Aragão’s client list include Infoglobo, Ferropar, Odebrecht and Net Serviços.

Key contact partners

Paulo Cezar Aragão
Plínio Simões Barbosa
Francisco Müssnich

Leading lawyers

Paulo Cezar Aragão
Plínio Simões Barbosa
Francisco Müssnich

Machado Meyer Sendacz e Opice – Advogados

In José Roberto Opice, Machado Meyer has one of Brazil's pre-eminent M&A lawyers. It also has one of the largest M&A groups of any firm in Brazil, comprising 15 partners and 38 associates, who conduct their business in English, German, Italian, Spanish, French and Korean.

This strength in depth attracts a steady flow of clients to the firm's M&A practice. These have included Telefónica Group, Eli Lilly, Banco JP Morgan and BAAG Ltda. The team also advised Ultragas as it acquired 100% of the shares of Shell Gás (LPG) Brasil SA from Shell Petroleum NV at a cost of \$57.1 million. RGM International also required advice as Klabin Bacell and Norcell acquired its entire share capital through a British Virgin Islands subsidiary, Sateri International. The deal was valued at \$91 million.

Machado's M&A team acted for the controlling shareholders of Companhia de Concessões Rodoviárias during the \$122.6 million acquisition of further shares in the company. It also advised HSBC as it acquired the Brazilian operations of Lloyds TSB. This deal was completed in late 2003 and was worth R\$2.7 billion (\$861 million).

Key contact partners

Antonio Corrêa Meyer
Moshe Sendacz
José Roberto Opice

Leading lawyer

José Roberto Opice

Pinheiro Neto Advogados

Luiz Fernando Teixeira Pinto heads Pinheiro Neto's mergers and acquisitions team. The team has recently seen the arrival of two new associates, namely Guilherme Fonseca Alcure and Francisco Werneck Maranhão, who bring the number of attorneys in the M&A group to two partners and 19 associates. Of the associates, two are US qualified.

The firm's reputation for providing solid advice has earned it an influential client base of both domestic and foreign entities. These have included Portugal Telecom, Kraft Foods Brasil and Rhodia Brasil. More recently, Pinheiro Neto has advised the energy conglomerate Shell Petroleum. Marcelo Viveiros de Moura and Carlos Alexandre Lobo e Silva provided advice to Shell as it sold 100% of its stake in

Shell Gás (LPG) Brasil to Companhia Ultragas. The deal was worth \$56.9 million and was completed in August 2003.

The M&A team is based in Rio de Janeiro, and conducts business in English, Spanish, French and German. From a strong team, junior lawyer Fernando Meira is singled out for excellent M&A work.

Key contact partners

Marcelo Viveiros de Moura
Luiz Fernando Teixeira Pinto

Tozzini Freire Teixeira e Silva

Despite enduring a number of unfortunate departures this year – particularly Marcelo Trindade, who left to head the securities and exchange commission – Tozzini still manages to command respect in the M&A sector and acts on a steady flow of deals.

Among these, the M&A team recently assisted ABN AMRO Brasil Participações Financeiras in the acquisition of Banco Sudameris and its subsidiaries, and advised Kone as it sold its agricultural group to Agco for €600 million (\$726 million). Most recently, Tozzini acted in the \$300 million acquisition by Wal-Mart of the retail chain Bompreço.

Despite the lawyer defections, therefore, it seems as though Tozzini's reputation remains intact – a fact that is evidenced by the comments of one client, who remarked that it is an “excellent firm with a good understanding of the client's needs, which really complements and gives a good balance to their legal academic views.”

Key contact partners

Syllas Tozzini
José Luis de Salles Freire
Regina Ribeiro do Valle

Project finance**Recommended firms**

Pinheiro Neto Advogados

Tozzini Freire Teixeira e Silva

Demarest e Almeida

Felsberg e Associados

Machado Meyer Sendacz e Opice – Advogados

Mattos Filho Veiga Filho Marrey Jr e Quiroga Advogados

Souza Cescon Avedissian Barriau e Flesch Advogados

Pinheiro Neto Advogados

Although project finance has been extremely slow in Brazil over the last year, Pinheiro Neto's team under Ricardo E Vieira Coelho maintains the firm's reputation as a provider of high-quality advice, and the team continues to be "one of the truly top firms in this area." Partner José Carlos Junqueira Meirelles continues to be singled out as one of the country's leading projects lawyers, with clients and peers mentioning his "timely advice" and "excellent technical knowledge."

With two partners and 13 associates, the team has most recently advised on the financing and construction of gas pipelines, providing advice to Mitsui & Co, Mitsubishi Corporation and Itochu Corporation. It also advised Japan Bank for International Cooperation (JBIC), the Bank of Tokyo-Mitsubishi and other foreign commercial banks involved in the transaction.

Key contact partner

Ricardo E Vieira Coelho

Tozzini Freire Teixeira e Silva

Tozzini Freire is widely seen as one of the leading firms for project work in Brazil, partly as a result of having devoted increasing resources to the area. The firm advises lenders and sponsors, including multinational agencies and investors. Name partner Syllas Tozzini has a good reputation in this field.

Key contact partner

Syllas Tozzini

Machado Meyer Sendacz e Opice – Advogados

Machado Meyer continues to occupy an important position in Brazil's project finance market. That market may have shrunk, prompting an increase in competition, but Machado Meyer is still considered one of the leaders. The "excellent, responsive and very professional" team of 13 partners and 34 associates receives many plaudits from interviewees, who also singled out Antonio Corrêa Meyer as an excellent project finance lawyer.

The International Finance Corporation and the Inter-American Development Bank rank among the firm's clients. It has also acted for UTE Norte Fluminense (EDF) in a \$500 million energy deal, and Ibiritermo, Termo Fortaleza and Termo Norte in various energy financing projects.

Key contact partner

Antonio Corrêa Meyer