R A I S I N G N D S



Introduction

Because Spanish terminology and the different solutions that economists provide are very similar in other countries, this study will focus on the peculiarities of Spanish law regarding specific items, instead of focusing on the definition of the financial products referred to.

However, independent of business activity performed by an individual or company, we are going to focus on those activities that directly affect the companies of limited liability: Sociedad Anónima (SA) – Public Limited Company, Sociedad de Responsabilidad Limitada (SL) –Limited Liability Company, and Sociedad Comanditaria por Acciones (ScA) – Limited Partnership.

COMPANY FINANCING

In recent years, Spanish companies have become more sophisticated in their financing methods, very closely following the standards established by other European and American companies. For example, the great development of venture capital/private equity companies (Sociedades de Capital Riesgo or SCR) during the last four years, which contributes to a greater specializsation and internationalizsation of many different economic sectors in the country.

Depending on the term of the return of the financing and on the financial agent, we can divide the financing tools on the following divisions:

| Term of return fi ► Financing Agent fl ← | Short Term (∢ 1 year) | Long Term (▶ 1 year) |
|--|---|---|
| Own Financing | Loans between companiesLoans by partners | Capital increaseLoan subject to shareholders |
| External Financing | Banking: - Credit Cards - Credit Lines - Factoring - Confirming | Banking: - Long term loans (mortgages, etc.) - Leasing / leaseback Non Banking: - Selling shares (leverage) - IPO - Bonds |

Generally speaking, non-banking financing employed by the company focuses directly on a short term improvement of cash flow; long term external banking financing focuses on fixed assets, taking away part of the own financing; and the non banking financing focuses on expansion processes or on the acquisition or other companies to become a group (build-up process).

This study will focus on the last objective, even though in the following section we will revise the rest of the financing options.

SHORT TERM EXTERNAL FINANCING

<u>Credit Cards</u>: Due to the limited amount of available credit, even though this method of financing is frequently used by individuals, a company must consider credit cards as a payment method and not as a financing tool.

<u>Credit Lines</u>: Offers the possibility, during a specific time period (one year renewable), of using a specific amount of money determined by the financing company (after analyzsing the company's risks), at a higher cost than a bank loan. There is no obligation to use the funds, even though the lack of use will incur additional interest points (lower than the main credit line). At the end of the time period, and considering no renegotiation of the deal, the borrowing company is obligated to provide the whole amount. To make everything legal, a notary must be present, as in any other loan transaction, and Capital Tax will be added (1% of the amount borrowed).

<u>Factoring</u>: As in the commercial discount (advanced payment made by the bank on the letters of change or promissory notes produced by the client), factoring takes place when a bank or a third party takes over the client's invoicing (exclusively or totally) and the entire business debt, providing a financing of the recovered debt. The payment services usually charge a standard fee. All the expenses contracted for the company's financing and the type of interest, are usually higher that those in standard policies or credit lines. The main difference between the Factor and the financing entity is that the last one provides the money in advance based on the invoicing, but doesn't ensure the final result of the transaction.

Spain has two types of factoring: Factoring with recourse and factoring without recourse. The first one is similar to the company's discount, since the factoring company will incorporate the unpaid debts for insolvency on the client. The second one is when the company Factor takes all the risk of insolvent clients.

<u>Confirming</u>: This is an administrative and financing service provided by a financing company to a client and its providers. The client asks for the service, and it is irrevocable. The service manages the client's debt payments with its providers, offering providers the possibility of prepayment. The difference with factoring is that the agreement with the financing company is not exclusive and there are not third parties credit lines.

SHORT TERM OWN FINANCING

There is a possibility for loan solutions between companies in the same group or between shareholders, as long as they follow the same rules established by the bank and the company. In this case, is not necessary to have a notary present in the transaction, but is still necessary to present the Capital Tax (zero quota) taxes, and following the tax legislation, also provide a fixed market interest (usually MIBOR/EURIBOR plus a differential).

If the financing comes from or goes to a different country, it necessary to consider the necessity (following the OCDE rules) to write a study of the transfer pricing and retain the interests of the bonds established by the loan's local legislation or by any treaty that affects both countries.

This kind of financing is very common in groups of companies. That's why it is so important that the lending company has this kind of activity in its regulations. Alternatively, "cash pooling," combining the balances of all the bank accounts of the different companies into one account is very common in groups of companies with a high cash flow. It works as follows:

- (a) Each peripheral company maintains a secondary bank account used for everyday accounting.
- (b) Every night the cash pooling occurs.
- (c) When cash pooling occurs, it is as though the secondary bank account is making a depo sit into a main account. Cash pooling changes the total balance, in date value, which the peripheral company maintains with the main entity, and interest is calcula ted from that.
- (d) The main company that usually acts as the central system determines the type of interest on the debt balances. Those should be types of market.

The main saving on this kind of financing is that the small companies see instant repayment on their balances and have to pay interest on their daily use. This system optimizses the balances to the maximum, making idle balances disappear and getting rid of external financing.

LONG TERM EXTERNAL FINANCIING

Affects direct assets (Leasing, Mortgages, Warranty Credits)

5.1.1. Leasing: This is a business contract whereby a businessman directly buys property or goods with the intention of renting them to a third party for a specific period of time. At the end of the time period, the third party has the option to buy totally or partially, the goods or property for a predetermined price. Goods sold under this category must belong to a group, be part of a production chain, or have a long-term life. Depending on the renting agent, leasing can be operative (a manufacturer that includes maintenance and repair in its pricing), or financed (a bank that leaves out of the contract all the technical risks). In Spain leasing regulations are based on the Intervention Law and on the Discipline of Credit Entities, D.A. Seventh (Law 26/1988 of 29 of July), even though the law has been modified by a later legislation. This law establishes that all the activities must have a minimum duration of 2 years for property and 10 years for goods.

From the tax point of view, all the fees paid under a leasing financed contract are deductible, which presents an added benefit over the standard buy.

Mortgage Credit: This is a financing system where the lender has a limited solvency with a much expanded term. To get this kind of mortgage it is necessary to have a real estate guarantee, a house or land. Therefore, the real estate set as guarantee for the mortgage must be previously appraised. This kind of operation has a preferred interest (thanks to the guarantee), and the term can go up to 35 years. Its granting requires a public notary and documentation of the property tax and legal transactions.

5.2. Global business financing. Private equity/venture capital companies.

These are intermediaries who put investors and companies in contact with each other. The main goal of this kind of company is to promote, by means of taking temporary participation in its capital, non-financing companies that are not in the stock market. The Spanish legislation establishes three types:

- Venture Capital Funds ("Fondos de Capital Riesgo" or FCR): These are the investment agents. There are no personal factors involved; they are only balances. They require a SGECR. They are limited in time (about 10 years) and have the obligation and when the term is over they are required to dispose of the acquire funds.
- Companies Managing Private Equity Companies ("Sociedades Gestoras de Entidades de Capital Riesgo" or SGECR): They are the face of the funds that get managed daily. This kind of company generates all the operations, negotiates the conditions, invests in fund representations, monitors and manages the investment.
- Private Equity Companies ("Compañías de Capital Riesgo" or SCR): Companies with the necessary funding and personnel for managing. They don't have any time limitations, and they don't require a managing SGECR.

Most of the SCR and FCR are associated with the Spanish Asociation Association of Venture Capital Companies ("Asociación Española de Entidades de Capital Riesgo" or ASCRI), created in 1986 and more than 90% of the companies subscribed to it.

The activities of SCR in relation with the participating company, focuses its efforts in different areas:

- (i) Seed financing: Not the most common area for an SCR, this is more appropriate for the "business angels."
- (ii) Start-up financing: Usually, investments to develop a prototype or for additional research before starting to mass market a product. This kind of investment has been focusing on technological sectors. There are fewer every day because they tend to have a high percentage of failure.
- (iii) Expansion financing: Investments on operating companies with a large life. The funds finance an accelerated growth, to increase production, expansion to new coun tries, new product development, or financing of existing products.
- (iv) Buy-out financing: The goal here is a change of ownership of the company. In this kind of acquisition, a great percentage of the total price is financed by external debt, which is guaranteed by the assets of the company. They also use their own and external financing.

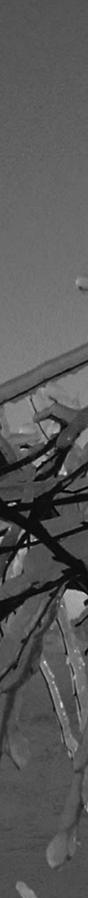
The creation and activity of the SCR is supervised by the National Commission of Stock Market ("Comisión Nacional del Mercado de Valores" or CNMV), except for the foreign funds not subject to Spanish legislation. However, those funds won't get the same taxable benefits that the capital gain have on those investments.

Capital risk is regulated by Law 25/2005, Regulation of Venture Capital Companies and their Managing Companies ("Reguladora de las Entidades de Capital Riesgo y sus Sociedades Gestoras," or LECR-2005), of 25 December 2005. It's very important to note that the investment aim of a company (once a certain margin is obtained) to sell its participation is not exclusive to the venture capital /private equity company since that margin is the legal frame for the "business angels." But, if we focus on the "standard" capital risk as established on the LECR-2005 regulation, it is defined as:

- ▶ Financing or investment activity
- ▶ Limited in time
- In companies that are not in the stock market or will be out of it in the next 12 months and which goal is not financial, and with great limitations in real estate
 - With collateral activities, like concessions of loans and advising in its social objective

Necessary to be able to build a SCR is:

- 1. A previous administrative authorizsation by the National Commission of Stock Market (CNMV) in the two months following the request. A non-answer will be considered as a negative answer.
 - 2. Granting of a deed before a notary and inscription in the Mercantile Registry.
 - **3.** Inscription in the corresponding administrative registry of CNMV.



As far as the <u>investments to make</u>, there are certain obligations stipulated by LECR-2005: a minimum of 60% of the funds must be invested in companies with similar activities; up to 30% can be invested in participating loans for those companies (participating or not with the SCR); and up to 20% can be invested in shares of capital risk companies created under the law LECR-2005, or foreign companies with similar activities but located on a state part of the OCDE. In both cases, those companies won't be able to have more thanof 10% of their shares in other capital risk companies. Also, a coefficient of free destiny exists that, with a limit of 20% of the share capital, can focus any type of financing or capital necessary to accomplish the acquisition of shares of fixed rent.

To diversify the risk, here are some <u>investment limitations</u>:

- (a) Up to 25% of shares in the same company
- (b) Up to 35% of shares of companies belonging to same group
- (c) Up to 25% of shares of companies belonging to same group if they fulfill the requirements needed to guarantee the transparency of this kind of investment:
- (1) That the SCR regulations talk about this kind of investments
- (2) That SCR has a formal internal procedure to avoid conflict of interest and
- (3) That the public information of the SCR contains specific information about the investments performed by the group

SCRs are required to perform an annual audit of their accounts, to formulate the annual accounts in the three months following the tax legal year, and to give for review all that material to the CNMV, which will review it in the four following months.

The different financing SCR uses for the participating company, depending on the specific situation of the participating company and the purpose of that financing. These are the main financing purposes:

SHARE CAPITAL. The main advantage of this financing that it allows having a voice and a vote in the main company decisions. On expansion processes, they have a smaller participation on the capital, but are always a determined vote; in the case of limited liability companies, they have a vote more than proportional to the investment.

PARTICIPATING LOANS. They were introduced by Real Decree Law 7/1996, Art. 20. The main characteristics in this law are:

- (1) They have a variable interest rate, calculated depending on the evolution of the lending company's activities, or can also be fixed.
- (2) They can negotiate a disciplinary stipulation in case of an early resolution, having in mind that only the lender can cancel in advance when that amortizsation is compensated with an expansion of the same capital from their own funding (and that doesn't come from cashing shares).
- (3) In relation to credit, they'll stand behind the common creditors. And
- (4) they can consider common funds before the mercantile legislation.

SUBORDINATED FINANCING. The legislation establishes that they have the nature of a debt subordinated to those of contractual nature against the indebted one (Art. 922. LC). When they assume the risk of non-payment, they usually have a higher return. It's very common to include a section of anticipated amortizsation in case the lender wants to quit being partners

with the borrower, or when some of the regulations agreed on with the shareholders are not fulfilled.

LOANS CONVERTED INTO SHARES. This allows SCRs to participate with the shareholders in case the project doesn't work they way they expected. It's very important for the loan contract to be linked with the agreement between shareholders, otherwise the conversion can notcouldn't happen. As far as the entry price, if the loan became active on a date on or close to the entry of capital, is normal to use the same value per share.

Once the investment is completed, the SCR protects its own interest with the new company through a series of control guarantees of the governing system. In most cases, the most interesting legal figure is the SL (limited liability company) since the distribution of votes is simpler than in the SA. Generally speaking, the managing entity is a board of directors, with a minimum of 3 members and a maximum of 12.

Regarding the adoption of agreements, for SL companies the norm is that votes must represent at least one-third of the total votes of the share capital (blank votes don't count — Art. 53.1. LSRL). For specific cases of increase or reduction of capital, or for modification of the regulations, it is necessary to have more than one-half of the share votes, and two-thirds of the same for transformation, fusion or split.

It is common among company promoters of a project undertaken by an SCR, to set an agreement with the partners (up to 5 years after the creation of the shares according to law, Art. 30.4. LSRL) for dedicated professional exclusivity and prohibiting competition (according to a communication form the European Commission dated the 5 of March, 2005, in the Official Diary of the CE: no more than 3 years if they transfer commercial funds and technical knowledge), and for the possibility of a bonus if they achieve certain objectives (ratchet).

And finally, the investment usually has a temporary horizonhorizon, where the biggest profit margin comes at the end of the investment. They have the following forms:

JOINT SALE. It can be established in the company regulations (drag along) that at a predetermined time the entire company can go to a third party, and all the share holders are obligated to transfer their participation at that time.

REPURCHASE BY THE SHAREHOLDERS OR PROMOTIONAL PARTNERS. Because repurchasing a company can generate problems regarding its appraised value, it's very common to create stipulations in the original acquisition contract. It's important to note in the shareholders agreement all the details and justification of how the selling price is determined.

LIQUIDATION OF THE CAPITAL RISK INVESTMENT THROUGH RESOURCES GENERATED BY THE COMPANY

OPEN TO THE STOCK MARKET. Usually in this case, the shareholder with the largest investment transfers the total shares of the company.

The Stock Market

The stock market is supervised and inspected by the National Commission of Stock Market ("Comisión Nacional del Mercado de Valores" or CNMV), with public and private domain. It guards, by the transparency of the market, correct pricing, and protects investments. It exerts functions of advising the Government and the national economy department.

5.3.1. The primary market or the market of origin.

5.3.1.1. The assets interchanged in this market can be divided in:

-FIX RENT VALUES. They are proportional to a credit against the lender, which pays certain interests determined at the initial public stock offering.

-VARIABLE RENT VALUES. Proportional part of the capital of the offering company, whose yield depends on the policy of dividends, variations experienced by the benefits of the organizsation, and the possible capital gains originated by the increase of value of the quotation of these titles.

-OTHER FINANCIAL ASSETS. Short-term assets in which the Government, a financial institution, or a major company, is committed beforehand to pay a fixed amount of money in a certain time.

-SECONDARY PRODUCTS. Financial assets whose value depends on another active financial asset (denominated active underlying). The most popular are options and futures.

The offering of assets in a primary market is regulated by the Stock Market Law of 1988, that on later reformed and adapted to the European regulations. To produce stocks is necessary to follow these requirements before the CNMV:

-COMMUNICATION of the offering. Offering company, nature and denomination of the stock, basic characteristics and value of the stock, references to the potential public for the asset, way in which the emission is offered, market or secondary markets for negotiation and prices and values to based the revision of the interest and principal.

-CONTRIBUTION and previous registry of the documentation for the emission.

-VERIFICATION and registry of the audit information from 2 past years and from the annual accounts of the offer, including information about the projections for the actual offering.

Once the information pamphlet has been registered the CNMV, the offering entity will have a month to start the title subscription. In case of non-resident offering entities, the Royal Decree of the 27 of March 1992, establishes that they must be previously recorded with the Government, department of finances. Those offerings are subject to the same requirements and conditions of the national offerings, unless the offerer has his place of business in a country, which is part of the European Community; then, as established in the information pamphlet, they will only need to present the pamphlet to the authorities in their own country. Nevertheless, it is required to incorporate additional information that shows the department of finances in relation with the financial and legal regime of those assets, the entity or entities in charge and the financial service of the assets, as well as how they will announce any information to the Spanish investors.

Secondary market: the stock market.

The main function of a secondary market is providing liquidity to the titles offered and allowing new offerings to be created.

When speaking of secondary market, we are generally limited to the stock market, even though the Stock Market Law establishes that in Spain the following markets can exist:

- -Stock Market
- -The Public Debt Market in Annotations
- -Future and Options Market
- -Any other market, national or regional, as long as it has its competencies transferred and is authorizsed by the Government through the CNMV.

This study will only focus on the stock market.

In that scope, we can find the Governing Arm in every single one of those markets. It was created as a regulatory body (ordering and directing the hiring, and supervising all the activities on the stock market); as an administration body (organizsing the services of the stock market and their performance). Conversely, we have the Stock Society, created by the governing societies. It directs and administers the Stock Interconnection System. To control and supervise the process of compensation and cash flow, we also have the Society of Management for the Registry, Compensation and Cash Flow Systems.

Stock Negotiation. They have a negotiable nature:

SA shares and quotas from banks and credit unions, as well as any asset that gives rights to a subscription or acquisition or shares, directly or indirectly.

Obligations and similar assets that represent the borrower.

Letters of changes, promissory notes, certificate of deposit, or any similar instrument.

Certificates, bonds, and mortgages.

Participation in investments of any nature.

Therefore, the non-negotiable stocks are: participation in a limited liability company, quotas from collective companies or simple silent partners, financial contributions to the cooperative companies, quotas from reciprocal guarantee companies, and shares from governing companies in the stock market.

In order to ask for a stock title to be offered on the stock market it is necessary:

To have a share capital of at least 1,202 million Euros, if we are talking about shares, or 601,013 Euros if we talk about obligations (for it is not necessary to consider the capital of more than 25% in the hands of only one shareholder, directly or indirectly).

To have distributed a dividend of at least 6% of the capital from the profits in the last 2 years, or in 3 of 5 consecutive tax periods. This is not necessary if they create a report for the CNMV about the future prospects.

That the number of shareholders or obligations with a lower participation of 25%, must be at least 100.

To offer information from the latest 3 tax years, from which they will create an audit report from the last 2 and a corporate government annual report explaining how the company functions.



Hiring Systems. For the usual market operations, there are 3 hiring systems:

- 1. Continuous market of shares. Works Monday through Friday, from 9 a.m. to 5:30 p.m., runs through the Spanish Stock Market Interconnection System ("Sistema de Interconexión Bursátil Español" or SIBE). It's divided into 3 modules:
 - **a.** General Hiring System, creates 67% of the daily cash flow.
 - **b.** Special Operations Market, open from 5:40 p.m. to 8 p.m., to interchange an important number of shares.
 - **c.** Block Market, with the same schedule as the general hiring, but for large amount of shares.
- 2. Traditional system of live speaking. The hiring takes place in the call groups during short time periods for each type of shares.
- **3.** Electronic system of fixed rent. This only happens in the Madrid stock market, and they negotiate the Public Noted Debt and assets of fixed rent, public and private.

The second Stock Market, the New Market and Latibex.

The second stock markets are those that allow the admission in the market for companies that otherwise couldn't make it on their own in the official markets. Companies must ask to be admitted to the CNMV and governmental bodies and must fulfill the following requirements:

Net capital over 150,000 Euros Completed company audit Subscription of a contract with another company to facilitate the offer of titles

Their importance is very marginal. Their operations registered during the tax year of 2004 were 17, for a total amount of 21.3 millionMM Euros.

The New Market establishes an especial segment of negotiation for technological companies. This started in the year 2000 with only 10 technological companies that were already in the continuous stock market.

Finally, Latibex is a market that regulates itself with an electronic hiring and cash flow platform in Euros, which allows European investors to negotiate shares in the most important companies of Latin America. Operationally, those shares get cashed and they negotiate like the rest of the stock in the Spanish stock market, which allows a greater and faster cash flow.

The Options and Futures Market.

Spanish legislation establishes as financing futures the contracts of stock with a term, loans or deposits, indexes or other instruments of financing nature with a standardizsed nominal amount, objective and expiration dates, negotiated and transmitted in a market organizsed with a government body that registers them, compensates them and converts them into cash flow.

Conversely, they consider as financing options the contracts with a term that have assets, loans or deposits, indexes, futures or other financial instruments with a standardizsed nominal amount, objective and price, as well as the date of execution, where the decision of executing or not will be a right of one of the parties, acquiring by payment the previously set amount and negotiating and transmitting in an organizsed market, with a government body that registers, compensates and converts them into cash flow.

Types of contracts:

Future contracts over the index IBEX-35. The IBEX-35 is an index with the 35 stocks in the continuous market with the highest cash flow. This future is a contract that makes the buyer and the seller establish a fixed price and an expiration date, liquidating by differences in relation to market price on that index. The multiplier is 10 Euros, and each point on the IBEX corresponds to 10 Euros.

Future MINI contracts over IBEX-35. The multiplier is 1 Euro.

Options contracts over the index IBEX-35.

Option over shares: Options contracts following the American type, whose underlying assets are 100 ordinary shares, of an increasing number of companies, and very shortly will become part of the IBEX-35.

Futures over shares.

Contract of futures on a notional bond to 10 years.

Other negotiated contracts: products of other international markets.

SHORT TERM OWN FINANCING

Finally, the shareholders from a legal corporation can decided to provide new funding to the company in the form of capital. We'll focus on the SA and SRL.

These types of capital increase can be determined by the way of execution, making a difference between the increase in nominal value of the shares or increasing the number of shares with same nominal value. The share's nominal value is a sub-multiple of the share capital of the company. In the last case we considered, we can also make an addition to the nominal value or to a superior value, the difference will be that both values are known as the offering premium.

On the other hand, based on the amount offered as payment for the shares, we will have monetary extensions. Some extensions cannot exist as payment; those are the extensions with position to benefits no distributed (in this case new investors will not exist, and it will not really be an extension that injects new resources in the company), or the conversion of long-term debt into capital.

An important subject to consider is the extension of capital; it is the right to preferred subscription. Obviously, the shares' real value before the extension of capital (mainly if it is made to develop a business expansion) will be superior to the nominal value; therefore to avoid a patrimonial damage to the existing shareholders, new ones will have to acquire the old ones subscription rights, prior to the addition of capital in the companies expansion.

Because it constitutes a substantial change in the company's statutes, the decision to increase the capital comes from the shareholders and maywill establish the amount of increase, the nominal value of the shares for offering, and the rights attributed to the shares in relationship with the old ones.



The LSA makes two restrictions, one with respect to the amount of increase (maximum 50% of the previous capital), another with respect to the maximum term of execution, that cannot be more than 5 years from the date the shareholder meeting took place; the previous capital must be totally disbursed, with a margin of 3%.

The agreement to capital expansion should become public record and requires inscription in the Mercantile Registry.

When the SA (joint-stock) company quotes in an official secondary market and the rights of subscription are freely negotiable, the operation of capital increase is considered an IPO ("Oferta Pública de Venta" or OPV), these offerings are free, but they are subject to a previous administrative verification by the CNMV.



"It's the way services are delivered that they value"

In the last four years LR Law Firm has more than doubled in size and turnover. LR Abogados' sustained growth is based on strong client relationships and a solid reputation for excellence. The firm's legal teams work closely with clients to deliver fast and effective business solutions.

The firm

The firm is client and industry focused, delivering multi-disciplinary expertise in key sectors such as private equity and finance, media, construction, technology and tourism. Its main office is in Madrid, with a local branch in Tenerife (Canary Islands) LR Law Firm recruits lawyers who are commercially aware and who can deliver the business goals focus essential to successful client relationships. The firm is well known for its pragmatic way of doing business and clients appreciate the contribution the firm makes in meeting their objectives.

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Breakdown of work %:

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Corporate, commercial and insolvency 35

Litigation 20 Private client 5

Employment 20

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