

First Law International

FLI NET – Faster & Further

First Law International Professional Model:

Who We Are:

First Law International (“FLI”) is a Belgian limited liability company (Sprl) whose Principal is registered with the Belgian Bar. FLI is not an integrated international law firm but has formed a network of independent correspondent firms specializing in cross-border support.

FLI is managed by its principals from the Brussels International Headquarters comprised of seasoned former General Counsels or Associate General Counsels of US Fortune Companies. The Network’s Executive Management Board is in turn made up of Founding or Managing Partners of best-in-class Correspondent Law Firms around the globe. FLI provides innovative legal solutions to corporate clients in Europe, the U.S., Asia Pacific, the Middle East and North Africa. FLI ensures a risk-free legal environment through a cutting edge, compelling value proposition for companies seeking growth, restructuring their operations, or simply wanting to secure sustainable on-going legal support throughout their core regions without the out-of-control legal budgets spent each year on expensive, outdated business models.

The Services We Offer:

For a client looking to maximize synergies whether in Europe, Asia Pacific, the Middle East or North Africa, FLI offers a suite of services including our unique Assistant General Counsel (“**AssistantGC**”) support. Our AssistantGC support functions as a single point of contact coordination centre. In other words, we act in conjunction with our correspondents, as may be required, as the client’s cross border “inside-outside



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counsel” on a selective basis, providing a comprehensive, cost effective legal service alternative to a full-time hire-in. Depending on how the relationship with the client is structured, FLI’s services may be a great asset to client’s in-house General Counsel as well as law firms in general.

FLI’s principals’ impressive track record brings cross-border and other regional experience to bear in several key areas. These services may be rendered on a transactional basis or as part of an on-going retainer provided under the framework of our AssistantGC service.

Through the valuable assistance of our in-country correspondents, the following services may be provided:

- 1. General Legal Advice and Management:** Providing effective, on-going legal supervision of operating companies on their day-to-day legal requirements for new or growing operations, ranging from commercial contract and license review, to general corporate law including local filing compliance, to agency and distribution networks, to antitrust and competition local enforcement, to general HR, to labour and immigration issues, and to intellectual property registration and general protection and enforcement.
- 2. Litigation and Litigation Management:** Conducting risk-assessment, investigating and organizing and defending legal claims including negotiating solutions through the court system or alternative dispute resolution mechanisms and arbitration and/or negotiating out-of-court settlements..
- 3. Start-Up Company Management:** Incorporating the right legal vehicle to support the holding’s business objectives, in-country, whether limited liability companies, branches or incorporations. Assisting the newly created European and/or Asia Pacific companies with legal management and support in all legal aspects of operations while enabling the right platform for the tax and treasury departments at corporate from which they may keep themselves duly informed in all relevant matters to ensure congruency.
- 4. Governmental and EU Regulatory Representation:** Assessing EU and national



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regulatory requirements on investments and growing businesses making key contacts with government regulators and finding solutions to regulatory obstacles.

5. **Project Management:** Establishing and managing the legal requirements of major corporate and Greenfield and Brownfield projects including creation of new corporate structures, site development and construction projects, major real estate investments, applying for state aid in less developed regions through national and EU bodies, as well as, determining the best tax and fiscal structure for the business, which may be determined in association with the Client's current tax advisors.
6. **Market access and Investment Strategy:** Assisting clients identify proper channels to market entry including in-country investment agencies specialized in attracting multinational companies to their particular jurisdictions through attractive subsidies and other incentives, identifying the right market and technical requirements of investment, as well as, identifying potential business partners, as well investigating possible funding for EU projects under EU Framework Programs.

About First Law Network of Independent Correspondents:

The First Law Network [FLI NET] currently comprises best-in-class, mid-tier law firms with whom FLI has formalized a collaboration relationship. FLI NET Correspondent firms operate in areas where most of the worldwide economic activity takes place inclusive of the EU, Asia Pacific, Middle East and North Africa, and the Americas:



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FLI NET Correspondent Independent Firms:

Europe		Middle East/Africa	CIS / Asia Pacific	Americas
Albania	Italy	Israel	China	Argentina
Austria	Macedonia	*Morocco	Japan	Brazil
Belarus	Netherlands	*UAE	South Korea	Colombia
Belgium	Portugal		Taiwan	Peru
Bosnia Herzegovina	Romania		Singapore	Chile
Bulgaria	Russia		Malaysia/Indonesia	
Cyprus	Serbia		Thailand	
Czech Republic	Slovakia		Kazakhstan	
Finland	Spain		Kyrgyzstan	
France	Switzerland		Uzbekistan	
France	Turkey			
Germany	Ukraine			
Greece	United Kingdom			
Hungary				

FLI also has additional preferred, supplier relations in the following markets:

Europe		Middle East/Africa	Asia Pacific
Poland	Norway	Algeria	India
Sweden	Denmark	Egypt	Vietnam



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FIRST LAW is expanding **FLI NET** to form specialized correspondent relationships with firms in the recently extended EU in Eastern Europe, as well as, the CIS and the Middle East, as need arises. For those countries where a special **FLI NET** relationship does not currently exist, FLI works with an array of law firms and other professionals to find back-office support.

All **FLI NET™** law firms work under the direction and coordination of FLI Management to ensure top quality in a timely and cost effective fashion. The letter of engagement is between the client and FLI Brussels, but clearly identifies the in-country correspondent responsible for carrying out the task at hand so that the client enjoys the benefits of a central **coordination and management center** for all services without having to deal with a multiplicity of firms in different countries and at different rates and currencies.

How We Work:

Following an internal assessment of needed legal coverage, FLI presents the client with a recommended proposal. This proposal takes into consideration several factors including the client's corporate current state of growth and/or restructuring, the economic industrial cycle in the client's individual sector, and the client's own financial capabilities. This proposal may consist of:

- i) an annual retainer based on a number of allocated hours per month that will be dedicated to support the business, region-by-region;
- ii) a combination of smaller retainers (based on actual need) and a preferential-supplier billable rate; or
- iii) FLI standard blended rate for more traditional, transactional support.



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At the beginning of each assignment, FLI meets with the client, wherever feasible, or otherwise resorts to teleconference to outline the key objectives of the assignment and assess what resources should be applied to achieve the desired results. As needed, FLI engages the required FLI NET correspondent law firms or other specialists to carry out the assignment.

FLI will prepare, unless requested otherwise, a project outline and budget, which FLI will adhere to unless the scope of work is expanded or changed at the client's request. FLI's goal is to produce results and solutions for the client - not paperwork. We will accordingly report to the client through business bulletins, executive summary forms or in extensive reports, as requested. We will not encumber the client with extensive reports without the clients' specific instruction.

During any given assignment, we will be available to support our clients at all times, by e-mail or mobile phone, including weekends, if needed. Upon completion of any given assignment, we will report our findings to the key in-country business counterparts, as instructed. Our overall focus on achieving successful results will soon proliferate among our clients' business partners, in-country who will communicate their newly acquired level of unprecedented support in a broad range of legal issues. This will in turn result in positive reports back to the client's own management board, or as the case may be, the referring law firm, which will not only validate their choice of FLI as the international platform but will ensure continuity for acting as the local, long-standing legal provider of our client.

How We Charge:

Our fee structure is based on the nature of the overall relationship:

- i) **Fully Outsourced Service** based on annual retainer;



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- ii) **Departmental Outsourced Service** based on mixed annual retainer baseline and preferred supplier billable rate; or
- iii) **Standard Blended Rate** for transactional work.*

* A separate matrix with FLI blended rates for all areas will be provided to you during our next meeting.

Please, remember, the future is now and FLI's compelling professional model is here to usher you into the next generation of legal services in the business world.



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Thanking you in advance for taking the time to review this information, we remain at your disposal for any further clarifications,

Yours truly,

FLI Principal:

Orlando J. Casares - FLI Brussels HQ

FLI Executive Management:

<i>Bruce Dresback</i>	<i>FLI Brussels</i>
<i>Dwight Williams</i>	<i>FLI USA</i>
<i>Scott Blackmer</i>	<i>FLI USA</i>

FLI NET Correspondent Management:

<i>Gary Miller</i>	<i>FLI Correspondent UK (Mischon de Reya)</i>
<i>Martin Preslmayr</i>	<i>FLI Correspondent Austria (Preslmayr Attorneys)</i>
<i>Sergei Konnov</i>	<i>FLI Correspondent Ukraine (Konnov & Sozanovsky)</i>
<i>Jerome Saleur</i>	<i>FLI Correspondent France (Lamy-Lexel)</i>
<i>Jacob Steinmetz</i>	<i>FLI Correspondent Israel (Steinmetz, Haring, Gurman & Co.)</i>
<i>Ms. Mira Sun</i> <i>Firm)</i>	<i>FLI Correspondent Republic of Korea (Hankyul Law Firm)</i>
<i>Diego Vargas</i>	<i>FLI Correspondent Spain (Maniega & Soler)</i>
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