

Quisumbing Torres.

Member Firm of Baker & McKenzie International

Firm Profile

2018

Guiding you every step of the way.





Established in 1963, Quisumbing Torres has been advising many of the most dynamic and successful business organizations in the Philippines and overseas for more than 50 years.

With a team of more than 50 Philippine lawyers, we are a full-service firm, advising clients in the Banking & Finance, Corporate & Commercial, Dispute Resolution, Employment, Immigration, Intellectual Property, and Tax practice areas.

Our lawyers specialize not only from the standpoint of the above practice areas but also from the perspective of industries, including:

- Consumer Goods & Retail
- Energy, Mining & Infrastructure
- Financial Institutions
- Healthcare
- Industrials, Manufacturing & Transportation
- Technology, Media & Telecommunications

Quisumbing Torres is a member firm of Baker & McKenzie International, a Swiss Verein with independent member law firms around the world.

Our Practice Groups

Banking & Finance

Our Banking & Finance team provides practical and innovative solutions to domestic and crossborder financing, regulatory and industry issues.

Our Banking & Finance team's pragmatic and solutions-oriented approach help clients efficiently navigate the path between risk and reward in structuring and executing transactions. We handle project development and financing, asset and balance sheet financing, finance lease, security creation, securitization, insurance regulatory and bancassurance matters. In particular, we assist and advise clients on a range of issues and transactions, including:

- Drafting or reviewing of credit facility and security agreements
- Advising on Philippine banking, financing, insurance and financial services laws and regulations, taking into account impact on both offshore and onshore elements
- Structuring security interests and arrangements
- Establishing business presence in the Philippines, as well as registration of investments, loans and guarantees with the Bangko Sentral ng Pilipinas

Market-leading commercial experience in financing and insurance (including bancassurance) transactions

Project Finance

Our lawyers are leading advisers of lenders, developers, sponsors, project companies and engineering procurement construction contractors on a broad range of power, renewable energy, oil and gas, mining and metals, and infrastructure projects. We assist clients in transactions using limited recourse financing; advise on debt security issues; and guide them in exploring viable financing options, including structured loans and credit enhancement facilities. We provide tailored advice on financing structures for various types of projects.

Insurance

Our dedicated team apprises clients at all stages of insurance-related establishment, investments, joint ventures and operations. We provide practical advice to keep insurance players and businesses compliant with the Philippine Insurance Code and its implementing regulations. We assist leading insurance companies/reinsurers in all aspects of transactional and regulatory matters. We also advise foreign insurers, sureties and intermediaries on establishing and licensing their presence in the Philippines, as well as meeting solvency requirements and complying with other local regulations.

In particular, we work with our clients on the following:

- Complying with Philippine laws and regulations as they relate to cross-border and onshore/offshore insurance activities
- Establishing a presence in the Philippines and obtaining the necessary license and regulatory approvals from the Insurance Commission to conduct insurance/reinsurance/intermediary business
- Reviewing insurance products and policies, and assisting in claims
- Advising on bancassurance transactions

A strong market reputation among leading multinational companies banks and other financial institutions

We have extensive experience and a full range of capabilities to represent:

- Borrowers or lenders in project finance, acquisition finance, syndicated lending, structured finance, leveraged finance and trade finance
- Lenders, developers, sponsors, project companies and engineering procurement construction contractors in project development project development and / or financing of infrastructure and power/energy, and other major industrial projects
- Lessors or lessees in equipment finance and lease finance



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Corporate & Commercial

Our Corporate & Commercial Practice Group's comprehensive range of legal services supports the formation and operation of businesses in the Philippines.

We provide seamless and cost-effective solutions for multinational companies executing mergers, acquisitions, dispositions of corporate assets and other types of reorganizations. Our lawyers draw upon strong knowledge of regulations affecting a wide range of industries, such as banking, consumer goods, financial services, information technology, manufacturing, mining, outsourcing, pharmaceuticals and healthcare, real estate and telecommunications.

Tailored cross-border advice

As a member firm of Baker & McKenzie International, we bring the strengths of colleagues in 46 other countries to bear on client matters.

Years of experience in various M&A and joint venture transactions have equipped our lawyers with extensive knowledge in:

- Pre-acquisition review
- Negotiation, preparation and review of the following:
 - Sale and purchase agreements (both shares and assets)
 - Preparatory and ancillary agreements
 - Joint venture, shareholders and other business agreements
- Capital restructuring, post-acquisition integration or reorganizations
- Establishment of joint venture companies
- Documentation and handling of various regulatory requirements for M&A transactions, investment structures, reorganizations, spin-offs, divestitures and other business combinations

Our services include:

- Advising on the structuring of entities such as the establishment of branches, subsidiaries, representative offices, regional headquarters, regional operating headquarters and other types of business formats.
- Advising on and obtaining government approvals, permits, licenses and registrations for clients' operations.
- Advising on and obtaining special registrations for corporate entities to avail of fiscal and non-fiscal incentives under Philippine law.
- Preparing, negotiating and reviewing contracts for various corporate and commercial transactions such as licensing,

consignment and distribution agreements, business process outsourcing arrangements, and other vendor arrangements.

- Advising on the Philippine regulatory regime, such as antitrust compliance, for various corporate and commercial maintenance transactions that may have implications on a client's business.



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Dispute Resolution

Our Dispute Resolution Practice Group provides strategic and practical counsel and legal assistance in all forms of dispute resolution — from negotiation and mediation to arbitration and general/specialized litigation.

We help clients make informed decisions that are consistent with their commercial objectives. Our access to an international network allows us to successfully represent both foreign and domestic clients on some of the biggest commercial disputes and landmark cases in the Philippines. These cases include various types of litigation including disputes involving commercial, tort, customs, environment, product liability, tax and other regulatory issues.

Our team has a wide range of experience in the following areas:

Arbitration

- International and domestic commercial arbitration
- Construction arbitration

Commercial Litigation

- Corporate disputes, including shareholders' actions and other inter-corporate and intra-corporate disputes
- Partnership and joint venture controversies
- Distribution agreement disputes
- Insolvency and corporate rehabilitation

Civil Litigation

- Airline litigation
- Contract and property disputes
- Enforcement of foreign judgments and foreign arbitral awards
- Damages claims

Criminal Litigation

- Crimes involving fraud (simple and syndicated estafa)
- Crimes against property (theft and qualified theft)
- Violations under the Cybercrime Prevention Act
- Libel and oral defamation
- Prosecutions under the Anti-Dummy Law
- Prosecutions under anti-bribery and anti-corruption laws

Administrative and other litigation

- Tax and customs litigation
- Mining litigation
- Litigations relating to corporate compliance



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Employment

Our Employment Practice Group provides what clients seek: rigorous guidance on responsible employment practices.

As companies face an ever-evolving maze of increasingly complex local and foreign labor and employment laws, our experienced lawyers help employers comply with and successfully navigate these laws.

Our global outlook, innovative use of technology and proactive Firm culture make us counsel of choice among leading companies from a broad spectrum of industries. We represent international and domestic companies in industries ranging from banking and financial services, business process outsourcing, information technology and telecommunications to pharmaceuticals and healthcare, energy and mining, and manufacturing. Our lawyers have helped draft legislation and regulations that have led to meaningful changes in local labor laws and regulations.

Our close collaboration with our colleagues in Baker McKenzie worldwide enables us to provide tailored advice to serve global employers' needs and effectively address their concerns on maintaining workforces in the Philippines.

Clients turn to us for advice in employment matters such as:

- Terms and conditions of employment
- Employment contract review and development
- Workmen's compensation
- Employee benefits
- Executive compensation and transfer
- Collective employment termination
- Collective bargaining agreements
- Discrimination and sexual harassment
- Trade union recognition procedures
- Executive termination
- Employment litigation



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Immigration

Our Immigration Practice Group provides efficient global and regional mobility solutions that fit commercial objectives.

Comprehensive support for immigration-related matters

Quisumbing Torres offers legal services relating to all aspects of Philippine immigration, including assistance in obtaining all kinds of visas for expatriates. Our Firm works closely with the Philippine Bureau of Immigration, Department of Justice, Department of Labor and Employment, Philippine Economic Zone Authority, Board of Investments, Philippine Retirement Authority and other government agencies.

Sound guidance for prominent organizations from a broad range of industries

We support a range of industries, from longstanding sectors such as consumer goods, transportation

and logistics, to emerging and high-growth industries in the BPO and information technology sectors. We also advise a number of philanthropic organizations and assist clients whose expatriates comprise the "restricted" nationals list.

We assist clients in relation to:

- All work-related visa and permit applications;
- Permanent resident, retiree's and investor's visas;
- Dual citizenship and recognition as Filipino citizen
- Blacklisting and deportation proceedings.
- Administrative immigration proceedings.



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Intellectual Property

Our Intellectual Property Practice Group provides effective protection of groundbreaking technology and successful litigation of IP disputes.

Quisumbing Torres offers integrated and seamless service to protect clients' intellectual assets in the Philippines and across borders. Our advice ranges from counseling on registrability, conducting trademark and patent searches, registration and maintenance, to commercialization, protection and enforcement.

Our innovative approach encompasses all aspects of intellectual property.

Equipped with in-depth knowledge of local IP laws and commercial practices drawn from over five decades of experience on the ground, our lawyers deliver proficient and legally practicable advice in licensing and franchising, technology transfer, IP prosecution, IP litigation and enforcement actions. We also handle emerging issues involving data privacy and cybercrime.

We have successfully handled cases involving all types of intellectual property claims. We have also secured a number of winning results in opposition and cancellation cases as well as significant court and Philippine Supreme Court victories on various cases involving IP.

Our experienced IP lawyers provide cutting-edge advice on:

- General IP advisory
- Trademark registration/ portfolio management
- Trademark/trade dress litigation
- Anti-piracy/anti-counterfeiting
- Commercial/non-contentious IP
- Copyright
- Other IP litigation and alternative dispute resolution
- Patent filing/prosecution and registered designs
- Patent litigation

- IP audit and due diligence
- Customs recordation of IP rights
- FDA advisory and enforcement
- IP arbitration
- Domain name registration and maintenance
- Data privacy
- Cybercrime



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Tax

Our Tax Practice Group provides integrated advice on all aspects of local and international tax law to help clients minimize risks and maximize tax incentives.

We help clients entering the Philippine market design and implement tax structures that are practical and tailored to local operations. Adept in addressing regulatory issues, we help clients protect their businesses from unforeseen exposure.

We also represent clients before various government agencies, local government units and the courts in assessment and refund cases involving national taxes, local taxes and customs duties.

A multijurisdictional approach to tax planning

Our seasoned professionals work closely with Baker McKenzie lawyers and tax specialists worldwide to deliver tax and customs planning advice in the technology, telecommunications, pharmaceuticals, manufacturing and mining industries. In the event of tax and customs controversies, we execute proven strategies to help clients efficiently resolve them. Longstanding professional relationships with government agencies enable us to pursue the right remedies before the relevant tax authorities.

We regularly advise clients on:

- Tax structuring for mergers and acquisitions
- Corporate reorganizations
- Tax incentives available to foreign investments
- Taxation of employee compensation and benefits
- Real estate transactions
- Income and withholding taxes
- Tax treaty issues
- Tax and customs audits
- Valuation and classification issues
- International trade and customs issues
- Trusts and wealth management
- Value-added tax



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Firm Top Honors in Directory Rankings

Legal Directory / Publication	Rank / Award / Honor
Asian Legal Business	Tier 1 ■ Mergers & Acquisitions, 2013 – 2017 ■ IP Rankings (Patents / Trademarks / Copyright), 2015 – 2017 Employer of Choice, 2018
Asian MENA Counsel	Firm of the Year ■ Anti-Trust / Competition, 2016 ■ Intellectual Property, 2015 – 2017
Chambers Asia Pacific	Band 1 ■ Banking & Finance, 2015-2016 ■ Corporate/M&A: Real Estate, 2014 ■ Dispute Resolution: International Arbitration: 2008-2011, 2013 ■ Dispute Resolution: Arbitration, 2014-2017 ■ Employment, 2014-2018 ■ Intellectual Property, 2007-2018 ■ Natural Resources & Mining/Projects, Infrastructure & Energy, 2008-2011/2012-2017
Chambers Global	Band 1 ■ Natural Resources & Mining/Projects, Infrastructure & Energy, 2009-2011/2015-2017
IFLR	Tier 1 ■ Energy and Infrastructure, 2015-2016 ■ Project Development, 2018
The Legal 500 Asia Pacific	Tier 1 ■ Aviation, 2009-2017 ■ Capital Markets, 2018 ■ Corporate and M&A, 2015-2018 ■ Dispute Resolution, 2018 ■ Immigration, 2007-2018 ■ Intellectual Property, 2007-2018 ■ Labor/Employment , 2007-2018 ■ Mining & Natural Resources/Projects & Energy, 2007-2018 ■ Real Estate and Construction, 2006-2009, 2012-2018 ■ Tax, 2017-2018 ■ TMT, 2016-2018

Our Global Reach



 17 Offices in Asia Pacific

Global Firm Facts

78
Offices

47
Countries

4,200
Qualified Lawyers

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