

TOLOSA ROMULO AGABIN FLORES & ENRIQUEZ LAW OFFICES
FIRM PROFILE

The Firm

Tolosa Romulo Agabin Flores & Enriquez is a full-service law firm founded by partners who bring with them a depth of experience in specialized fields of law. The Firm is composed of a group of dynamic and specialist lawyers who are able to deliver corporate, special projects, estate planning, real estate, mining, energy/power, education, labor, litigation and arbitration legal services

Practice Areas

The Firm's practice areas cover the following areas and fields of law:

- banking and finance
- construction arbitration
- commercial services, including joint ventures, partnerships, agencies, and trusts
- corporate services for stock corporations, non-stock non-profit corporations, and foundations
- education laws
- estate planning
- foreign investment structuring
- labor and employment law
- litigation and administrative proceedings
- mining and natural resources law
- power and energy law
- real estate and property law
- securities law
- special projects

The lawyers of the Firm have a depth of experience in managing and handling transactions in its core competence areas. Lawyers of the Firm have:

- acted as Philippine legal adviser for multilateral organizations including The World Bank/ International Finance Corporation, European Bank for Reconstruction & Development and the Asian Development Bank;

- represented clients before the Department of Environment and Natural Resources (DENR), Environmental Management Bureau (EMB) and Mines and Geosciences Bureau (MGB) in relation to mining and environmental issues;
- implemented compliance with the mandatory tender offer requirement under the Securities Regulation Code in relation to the acquisition of controlling stake in a public company;
- acted for a foreign bank in the acquisition of strategic interests in one of the Philippines's largest publicly-listed banks;
- acted for a consortium of Philippine and British investors in the bidding for controlling equity in a publicly-listed government owned and controlled corporation engaged in geothermal energy extraction and power generation;
- represented clients before administrative and quasi-judicial agencies, trial and appellate courts up to the Supreme Court in relation to labor, criminal, civil and commercial disputes and rehabilitation proceedings;
- handled and implemented employee retrenchment and redundancy programs, and litigation of cases involving dismissal and suspension of employees;
- acted as legal counsel for investors in connection with, among others, establishment of business enterprises, joint ventures, partnerships, single proprietorships, mergers and acquisitions, corporate reorganization, derivatives and other financial products, government contracts and special projects;
- rendered legal services and assistance required in the ordinary course of business by enterprises, such as consultation and advice, preparation of contracts and legal documents and rendering of opinions;
- acted as corporate secretary of business enterprises, assisted in the preparation of minutes of meetings of the board and stockholders, and in complying with the reportorial requirements of the Securities & Exchange Commission and other governmental regulatory agencies;
- acted as Philippine legal counsel for investors in acquisitions of equity in public companies and implemented compliance with the Securities Regulation Code mandatory tender offer requirement;
- acted as legal counsel for educational institutions, foundations, and non-stock, non-profit organizations;
- represented underwriters in sovereign debt issuance, and lenders and project companies in project financing and corporate financing transactions relating to, among others, infrastructure;

- advised and assisted clients in structuring various real estate transactions, involving the acquisition, development, lease, and sale of real estate, including condominiums and housing subdivisions;
- advised and assisted mining companies on matters affecting their operations, development of claims and the structuring, negotiation and documentation of various agreements, including mineral production sharing, joint ventures, operating and other agreements; and
- advised and assisted clients in complying with the dissolution and closure requirements and procedures of the Securities and Exchange Commission, Bangko Sentral ng Pilipinas and the Department of Labor and Employment; and
- advised and assisted clients in estate planning of their assets and corporations.

Partners

Cirilo T. Tolosa – Managing Partner

Mr. Tolosa is the managing and a founding partner of the Firm. He was formerly a senior partner at the law firm of SyCip Salazar Hernandez & Gatmaitan, where he was the head of the Corporate Services Department and member of the Executive Committee. He was also a member of the firm's Special Projects Department and the Banking, Finance and Securities Department. He received his LL.B. degree, *cum laude* and class salutatorian, from the Ateneo de Manila University Law School and his LL.M. degree from the University of Michigan Law School on a De Witt Fellowship grant. He was a law professor at the Ateneo de Manila University Law School. He was named a leading lawyer in the areas of corporate and commercial practice and in mergers and acquisitions in the Asia Pacific Legal 500 – the Guide to Asia's Commercial Law Firms and Who's Who Legal, The International Who's Who of Business Lawyers. Mr. Tolosa was President of the Legal Management Council of the Philippines. He was appointed by the Philippine Supreme Court as Civil Law examiner for the 2007 Philippine Bar Examinations.

Roman T. Romulo (on leave)

Mr. Romulo is a founding partner of the Firm. He is currently on leave as he serves as member of the House of Representatives of the Philippine Congress, representing the lone congressional district of the City of Pasig. He was formerly a senior associate at the law firm of SyCip Salazar Hernandez & Gatmaitan, and an associate at the law firm of Quisumbing Torres (Baker & McKenzie), specializing in special projects, banking and finance transactions, and corporate services. He received his LL.B degree from the University of the Philippines College of Law in 1994 and B.S. Economics degree from the same university in 1989.

Bayani H. Agabin

Mr. Agabin is a founding partner of the Firm. He specializes in mining and natural resources law, litigation and administrative proceedings. He was Assistant Vice-President, Legal & Deputy Counsel for Philippine Associated Smelting and Refining

Corporation and Manager, Legal Services Department at Eastern Telecommunications Philippines. Mr. Agabin was also an associate at the law firm of SyCip Salazar Hernandez & Gatmaitan. He received his LL.B. degree from the University of the Philippines College of Law in 1994 and B.S. Economics degree from the same university in 1989.

May R. Flores

Ms. Flores is a founding partner of the Firm. She specializes in corporate commercial law particularly foreign investment structuring, mergers & acquisitions, joint ventures, and special projects. She was a senior associate at the law firm of Quisumbing Torres (Baker & McKenzie) where she managed the mergers and acquisitions, joint ventures and special project transactions of multinational clients. Ms. Flores obtained her LL.B. degree from the University of the Philippines College of Law in 1994 where she graduated with a dean's medal for academic excellence and where she served as president of the law student government and vice-chancellor of the honor society in her senior year. She received her A.B. Political Science degree, graduating *magna cum laude*, from the same university in 1990.

Ma. Elena R. Enriquez

Ms. Enriquez is a partner in the Firm and is also a Doctor of Medicine *bene emeritus*. She specializes in special projects, litigation, construction arbitration, labor and employment law and medical jurisprudence. She was a senior associate at the law firm of Romulo, Mabanta, Buenaventura, Sayoc and De Los Angeles. She was also engaged in private practice with MERE Law. She received her LL.B. degree from the University of Santo Tomas Faculty of Civil Law, class valedictorian, and Doctor of Medicine degree from the same university.

Isabel T. Tolosa-Datu

Ms. Tolosa-Datu is a partner in the Firm and specializes in business, corporate, commercial, estate planning, real estate, and educational law. She was formerly associated with the law firm of Picazo Buyco Tan Fider & Santos. She obtained her Juris Doctor degree from the Ateneo de Manila University Law School. She was an editor and a member of the Executive Committee of the Ateneo Law Journal. She received the degree of Bachelor of Science, Management Information Systems, cum laude, from the same university and was a Departmental Awardee.

Special Counsel

Ethelwoldo E. Fernandez

Mr. Fernandez has advised and assisted mining and oil exploration companies on matters related to, among others, development of claims and the structuring, negotiation and documentation of various agreements, such as joint ventures, production sharing, exploration and operating agreements. He obtained his legal education from the University of the Philippines College of Law and Manuel L. Quezon University College of Law. He was a senior partner at the law firm of SyCip Salazar Hernandez & Gatmaitan.

He was Senior Special Attorney, Department of Justice and director and member of the Executive Committee (Energy Section) of LAWASIA.

Office

The Firm's office is located in Makati City, Philippines. The relevant details of the Firm's office are:

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