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# INTRODUCTORY REMARKS ON CORPORATE GOVERNANCE IN MEXICO

JOHN E. ROGERS, ESQ.\*

These papers and the panel discussion should provide a broad look at corporate governance in Mexico.

Above all we want to explore the corporate issues that complicate foreign investment in Mexico. This is whether the companies are publicly listed and traded, whether their securities have been privately placed in Mexico or the United States, or whether they are closely held companies which are the subject of direct foreign investment, joint ventures, or other organizations. And we want to look at the issues that may be viewed differently depending on whether the Mexican company is a corporation (a sociedad anónima) or a limited liability company (sociedad de responsabilidad limitada).

In addition, we want to look at the issues of corporate law and shareholder rights and at recent legislative changes in Mexico that will affect corporate governance in publicly traded companies.

Our first paper is by Lic. Luis Capín Lopez, a partner at Capín Calderón Ramirez y Gutierrez Aspe in Mexico City. He is a graduate of the Universidad Iberoamericana law school in Mexico City. He also has an LLM from Southern Methodist University Law School in Dallas. He studied in Paris and is a member of the Barra Mexicana, the International Bar Association, and the ABA Section of International Law and Practice. He will start by examining the historic roots of corporate law in Mexico and how it has developed until recent times.

Lee Polson is a partner at Strasburger & Price in Austin, Texas. He will look at how U.S. law has developed in the area of shareholder rights and the role of regulators in promoting corporate governance principles for publically traded companies in the U.S.

Lic. Francisco Carrillo Gamboa, the founder and senior partner of Bufete Carrillo Gamboa S.C., will review the Mexican approach to corporate governance issues and the recent legislative changes in Mexico that affect corporate governance.

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\* John E. Rogers, Esq. is a partner in the firm of Strasburger & Price LLP and is in charge of the firm's Mexican subsidiary, Strasburger & Price, S.C., Sierra Nevada 119, Col. Lomas de Chapultepec, 11000 Mexico, D.F., Mexico. Until July 1, 2001, Mr. Rogers was a partner with Carlsmith Ball's Mexico City office, which he was responsible for establishing in 1991. Before that he was Senior Counsel in the Legal Department of Bank of America in New York and Mexico City. He has been a resident in Mexico for 13 years and has broad experience in banking, finance, international corporate matters and telecommunications. Mr. Rogers has been a frequent author of articles on banking and financing law including Mexican Corporate Banking in a North American Market, 2(9) Mexico Trade and Law Reporter (September 1, 1992), "NAFTA Dispute Settlement for the Finance Sector," Business Mexico (June, 1993), "Project Finance Laws 1995: Mexico," Latin Law, (March 1995), The Prospects For Modernization of Financing of Mexican Business (Symposium, 1994 Presentations at the Second Annual Conference of The United States - Mexico Law Institute). 2 U.S. - Mexico Law Journal, 139 (1994), "Reforming the Lending Policy," Business Mexico, (Special Edition 1995), Using the "Brady Bond" Approach in Mexican Corporate Financings, 2(4) Mexico Trade and Law Reporter (April 1, 1992). He is a member of the Association of the Bar of the City of New York (Chair, Committee on Inter-American Affairs, 1984-1986); American and Inter-American Bar Associations; American Society of International Law; and Union Internationale des Avocats. He is also a member of the Vigilance Committee of the American Chamber of Commerce in Mexico. He received the B.A. degree from Harvard College and the J.D. from Columbia University. He was admitted to the New York State Bar in 1971.

We are fortunate to have the contributions of Lic. Eduardo Martinez Rodriguez of the firm of Martinez, Rodriguez y Asociados in Mexico City, who will join us in our panel discussion on recent amendments of Mexican banking and securities law.