

Associate

Sebastián Fernández Alonso

Corporate/M&A, Antitrust, Banking and finance, Private
credit & Structured financing.

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Overview

Sebastián Fernández Alonso Márquez represents clients in M&A, private equity and banking and finance transactions. Within the M&A practice, clients turn to Sebastián for his extensive experience in domestic and cross-border sales and acquisitions of Mexican and US companies. Clients also rely on Sebastian for joint venture transactions, with a special focus on cross-border joint ventures. He also represents clients in obtaining antitrust clearance from COFECO for M&A transactions in Mexico.

Within his private equity practice, Sebastián has represented clients in fund formation transactions, including private equity funds and debt funds. Clients also turn to Sebastián for his experience in the representation of different funds in their investments in different portfolio companies (either through equity or debt).

On the finance side, clients (both lenders and borrowers) rely on Sebastian for secured and unsecured financings, including structured finance transactions and securitizations. Sebastian has represented Mexican and US banks, private debt funds and private clients in financial transactions in Mexico.

Sebastián is a Commercial and Corporate Law professor at Instituto Tecnológico Autónomo de México (ITAM) and he regularly participates in academic activities there.

Before FGB, Sebastián worked for more than six years at a global law firm advising clients in M&A, private equity and banking and finance transactions.

Experience

M&A, Private Equity, Fund Formation and Corporate Matters

- Representation of Terminal Investments Limited in the acquisition (through a private bidding process) of 100% of the capital stock of Infraestructura Portuaria Mexicana (subsidiary of PINFRA), a Mexican company that operates a concession for a multiple uses terminal in the Port of Altamira. This transaction included the obtention of the approvals by COFECE and Asipona Altamira.
- Mexican counsel to PETRONAS in the sale of 100% of the capital stock of PETRONAS E&P Argentina S.A. (PEPASA) to Vista Energy, S.A.B. de C.V. (Vista) and Vista Argentina S.A.U. PEPASA in the La Amarga Chica unconventional oil and gas concession in the Vaca Muerta formation located in Neuquén, Argentina.
- Represented L Catterton in the acquisition of a significant minority equity participation in Crediclub, S.A. de C.V., S.F.P. This transaction included the representation of L Catterton, a private equity fund leader in the consumer sector, before COFECE to obtain antitrust clearance and before CNBV to obtain regulatory approvals.
- Represented New Story in the structuring and implementation of a cross-border fund structure (Canada and Mexico) for the construction and development of housing solutions in Mexico.
- Representation of Mauser Packaging Solutions in obtaining the approval from COFECE for the acquisition of 100% of a Mexican subsidiary of Grupo Zapata.
- Representation of Grupo Casa Lumbre and its current shareholders in a capital investment made by different Mexican and foreign investors in an amount up to USD\$75,000,000 through (i) the acquisition of certain investors of a significant minority equity participation in a holding company; and (ii) an Investment, Management and Business Activities Trust entered into by a Casa Lumbre entity, as General Partner, Banco Actinver, as trustee, and other investors, as Limited Partners. Casa Lumbre is a leading company in the spirits industry and the funds contributed to the holding company and the trust will be used by Grupo Casa Lumbre as investment in different spirits beverage projects and companies.
- Representation of one of the key SOFOMs in Mexico and its existing shareholders (including an exit by a private equity fund) in the acquisition of the 70% of the SOFOMs's capital stock by a foreign buyer.
- Representation of Cointer Concesiones México S.A. de C.V. and Sociedad Michoacana de Constructores, S.A.P.I. de C.V. on the sale of their joint participation in the capital stock of Concesionaria de Autopistas de Michoacán S.A. de C.V. to Fibra Vía, an energy and infrastructure investment trust, controlled by PINFRA.
- Represented Beta Santa Mónica, S.P.R. de R.L. de C.V. in the sale of their equity participation in Leche Bell, S.A. de C.V., a leading dairy production, supply and bottling company in northern Mexico, to a subsidiary of Grupo Lala, S.A.B. de C.V., one of the largest dairy companies in Latin America.



- Acquisition by Exitus Capital, S.A.P.I. de C.V., SOFOM, E.N.R. of a 55% equity participation in CV Credit Inc. The deal also included a Shareholder loan from Exitus and the renewal and renegotiation of CV Credit's existing line of credits.
- Represented Casa Lumbre, through one of its affiliates, in a joint venture with Leonard Albert Kravitz and Pernod Ricard for the distribution and commercialization of a Sotol Spirit.
- Representation of Productos y Destilados VMC, S.A.P.I. de C.V. in a joint venture with E. & J. Gallo Winery for the production and commercialization of a "ready-to-drink" derived from tequila under the "VMC" brand in US and Canada.
- Representation of Destilería y Bodega Abasolo, S.A.P.I. de C.V. ("Abasolo") and its existing shareholders in the acquisition by Pernod Ricard México, S.A. de C.V. ("Pernod Ricard") of a 49% equity participation in Abasolo. The transaction also included the negotiation and execution of the documents applicable to the joint venture among Pernod Ricard and Abasolo's original shareholders.
- Representation of CL Proyecto VMC, S.A.P.I. de C.V. (an affiliate of Casa Lumbre, S.A.P.I. de C.V.) in a joint venture with Saúl "Canelo" Álvarez (one of the biggest combat stars in the world) and his team to produce, distribute and sell a "ready-to-drink" derived from tequila under the "VMC" brand.
- Representation of Casa Montelobos, S.A.P.I. de C.V., Mezcal Montelobos® producer and Licorera Ancho Reyes, S.A.P.I. de C.V., Ancho Reyes® chili liquor producer, in the sale of their 100% capital stock in two tranches to Campari, a major spirit brand owner and distributor. This transaction included the approval by COFECE.
- Representation of Mezcal Ojo de Tigre, S.A.P.I. de C.V. ("ODT") and its existing shareholders (through a Mexican Control Trust incorporated for such purposes) in the acquisition by Pernod Ricard México, S.A. de C.V. ("PR") of a 40% equity participation in ODT, through a capital increase and purchase of shares of the existing shareholders.
- Representation of Casa Lumbre, through Mezcal Contraluz, S.A.P.I. de C.V., in its participation in a joint venture company (Backlit Investments Corp.) with Juan Luis Londoño Arias (aka Maluma), for the distribution and commercialization of a Mezcal spirit, through a Mexican subsidiary incorporated for such purposes (Contraluz Cristalino, S.A.P.I. de C.V.).
- Representation of Licores y Destilados Gran Malo, S.A.P.I. de C.V., producer and distributor of Licor Gran Malo, and its existing shareholders in the acquisition by Productos Finos de Agave, S.A. de C.V. of a minority stake in the Company.
- Representation of Casa Lumbre in the elaboration and negotiation of an Option Agreement and other ancillary documents for the construction, operation and sale of a Mezcal production facility for Del Maguey Brand in Atlixco, Puebla.
- Incorporation of CL SP Fund II as a Mexican Trust (Fideicomiso de Inversión en Capital Privado "FICAP") with Banco Actinver, as trustee, Casa Lumbre, S.A.P.I. de C.V., as General Partner, and different investors, as Limited Partner. The deal also included a capital raise from different limited partners of approximately US\$30 million from different Mexican and foreign investors. The funds contributed to the Fund will be used by the General Partners as investment in different spirits projects and companies.



- Representation of Casa Lumbre in the joint venture with youtuber “@LuisitoComunica”, Bodegas La Negrita, celebrity agents and other minority investors, to produce and distribute a spicy tamarind tequila liquor.
- Represented Mezcales Artesanales Casa Lumbre, S.A.P.I. de C.V. in several Agave Supply Agreements and Production and Co-Packing Agreements for third party spirits brands in Mexico.
- Buyout of Mr. Michel Schipper Deicas (shareholder and CEO of the Company) 20% equity participation in Distribuidora Tamex, S.A. de C.V.
- Representation of Licores y Destilados Gran Malo in the negotiation of a Master Production and Co-Packing Agreement with Baldoré Cía, Ltda. for the production and distribution of “Gran Malo®” spirit products in South America.

Banking & Finance

- Advised Goldman Sachs Bank USA on increasing its current cross-border (US/Mexico) warehouse facility by an additional US\$50 million. The agreement included Kuna as the originator of receivables.
- Representation of Victory Park Capital in a US\$250 million cross-border warehouse financing granted to PrestaClip.
- Representation of Goldman Sachs in a USD\$50,000,000 whole loan cross-border (US/Mexico) purchase with Red Amigo Dal, S.A.P.I. de C.V., SOFOM, E.N.R. (Konfio).
- Representation of Banco Covalto in a MXN\$107.5 million mezzanine financing granted to Clara, under a cross-border (NY/Mexico) facility.
- Representation of Banco Covalto in a MXN\$200 million warehouse financing granted to Atria, a Mexican car leasing company.
- Representation of Banco Covalto in a MXN\$180 million warehouse financing granted to Addem, a Mexican private debt fund.
- Representation of Banco Covalto in a MXN\$50 million warehouse financing granted to Vandelier, a Mexican leasing company.
- Representation of Banco Covalto in a MXN\$100 million warehouse financing granted to Attendo, a Mexican leasing company.
- Representation of Alloy Capital in a secured financing granted to Circulo Fitness (Station 24), a Mexican fitness company.
- Representation of Alloy Capital in a secured financing granted to Química Liposoluble, a Mexican company that produces and supplies raw materials for the manufacture of lubricant oils and greases.
- Representation of Alloy Capital in a warehouse financing granted to Atrevus, a Mexican lending company.
- Represented HSBC México and BX+ in a MXN\$570 million club deal financing granted to Stereorey México, S.A. (MVS).
- Representation of Victory Park Capital in a US\$30+ million structured finance transaction with Covalto.



- Represented Goldman Sachs International Bank in a US\$25 million Secured Loan granted to NuBn Servicios Mexico, S.A. de C.V (NuBank Mexico) as borrower and other affiliates as guarantors. The Credit Agreement is governed under New York law and include Mexican promissory notes.
- Represented Goldman Sachs Bank USA as administrative agent and arranger in a \$125 million senior secured revolving credit facility to Mercado Lending, S.A. de C.V. (Mercado Crédito). Mercado Crédito is a FinTech unit of MercadoLibre that offers credit to clients of its parent company, as well as to customers using its online payment platform, Mercado Pago.
- Represented Goldman Sachs Bank USA as administrative agent in a \$50 million senior secured revolving credit facility to Red Amigo DAL, S.A.P.I. de C.V., SOFOM, E.N.R. (Konfio), a Mexican financial services platform for small and medium enterprises.
- Representation of Scotiabank, as lender, in a MXN\$400 million senior loan granted to MXT Tucan Towers, S.A.P.I. de C.V. The funds will be used for the acquisition by the borrower of telecommunication towers in Mexico.
- Representation of Scotiabank in a MXN\$400 million unsecured corporate loan granted to Factoring Corporativo, S.A. de C.V., SOFOM, E.R. for the acquisition of certain assets and corporate interest. Factoring Corporativo is a key financial player in the factoring sector in Mexico.
- Counsel to HSBC México and other lenders in a MXN\$1,600M club deal for the financing of Grupo Charly, a sportswear and manufacturing company sneakers.
- Represented HSBC, as the lender, and DISH, as the borrower (through its subsidiary, Comercializadora de Frecuencias Satelitales, S. de R.L. de C.V.) in a loan agreement whereby the lender granted up to US 24 million loan in favor of the borrower.
- Counsel to Alloy, a mezzanine lender, in an unsecured credit facility granted to Alpha Credit Capital, a consumer credit and SMEs financing company.

Publications and Presentations

Publications

- Garibay Güémez, F. J., & Alonso Márquez, S. F. (2023). Cláusulas de indemnización en operaciones privadas de M&A en México. THEMIS Revista De Derecho, (84), 257-281. <https://doi.org/10.18800/themis.202302.016>



Admissions

- México

Education

- Instituto Tecnológico Autónomo de México (ITAM), Licenciatura en Derecho (JD equivalent) with honors (mención honorífica)
- Universidad Panamericana, Master's Degree in Corporate Law.

Languages

- English
- Spanish

