

## International

International transactions and dispute resolutions require both an understanding of the law and a sensitivity to foreign culture, politics, formal and informal power structures and decision-making approaches. Whether acquiring a U.S. company, listing a Chinese-sponsored Special Purpose Acquisition Company (SPAC) on NASDAQ, enforcing a contract provision with a European supplier, conducting a commercial arbitration under international rules or securing a CIETAC arbitration award in U.S. federal court, businesses need lawyers who have demonstrated experience and an understanding of all the factors that can make or break a business opportunity.

The collective knowledge of the International group provides clients with the strategic guidance necessary to pursue global expansion and resolve international disputes. We counsel U.S. and foreign-based clients in a wide range of complex international matters. The group is comprised of experienced lawyers from such disciplines as:

- capital markets and securities
- corporate transactions
- customs and international trade
- international dispute resolution
- intellectual property
- international tax
- international supply chain documentation and compliance
- real estate financing
- EB-5 Regional Centers

With bilingual lawyers proficient in a dozen languages, we are able to effectively communicate our clients' needs and advocate their positions. Whether doing business in the United States or abroad, our clients can take advantage of the language capabilities the firm has to offer.

## Capital Markets and Securities

Our securities lawyers are active in various capital markets practices, including representing foreign issuers in IPOs, proxy and tender offer work and public mergers and acquisitions. We are also capable of providing advice on many instruments such as bond and convertible offerings, commercial paper issuances and other project finance-related offerings and placements.

### PRACTICE CONTACT

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maclennanb@whiteandwilliams.com

### RELATED PRACTICES

China Business  
Commercial Litigation  
Corporate and Securities  
Intellectual Property  
Trusts and Estates

### RELATED INDUSTRIES

Financial & Investment Services  
Food and Beverage  
Technology

### PRACTICE HIGHLIGHTS

- Inbound and outbound transactional experience
- International dispute resolution capabilities
- Clients in Europe, Asia, the Middle East and South America



## Corporate Transactions

We have strong working relationships with an expansive network of professionals throughout the world to assist our clients with mergers and acquisitions, joint ventures and strategic alliances, sourcing and supply agreements, service agreements, distribution, sales and licensing arrangements, financing and other transactional matters.

We offer foreign clients a broad and experienced network of commercial banks, investment banks, private equity and venture capital firms, accounting firms, consultants and business vendors to assist them in establishing operations and making acquisitions in the United States.

Our strategic alliance with a China-based commercial law firm - Winners Law Firm - enables us to better serve U.S. companies in pursuing business opportunities in China and serves as a venue for China-based companies seeking to make investments in the United States.

## Customs and International Trade

In addition to handling cases before the Court of International Trade, we represent both U.S. and overseas corporations in anti-dumping and countervailing duty petitions brought before the Department of Commerce and the International Trade Commission pursuant to the Trade Agreements Act of 1979. The firm also has trial experience with criminal and civil fraud cases brought by the U.S. Customs Service under Sections 542 and 592 of the Tariff Act of 1930 for misrepresentations on commercial invoices and other entry documents.

## International Dispute Resolution

The group has extensive experience in international dispute resolution. We represent foreign and domestic corporations in U.S. state and federal courts in all types of matters. Our lawyers also represent domestic and foreign clients in international commercial arbitrations in the UK, Europe and Hong Kong, under AAA, ICC, UNCITRAL, HKIAC and other rules. Our lawyers have extensive experience with the intricacies of serving process and conducting discovery abroad, whether by private agreement or under the rules and procedures prescribed by the Hague Conventions or international or foreign discovery rules. We are also experienced in the enforcement of foreign judgments and arbitral awards in the U.S.

## Intellectual Property

The International group has experience in protecting inventions worldwide by filing patent applications in every available country thanks to our strong relationships with high-quality law firms around the globe. We routinely engage foreign counsel to enforce our clients' patents abroad and often achieve successful results and settlements.

Additionally, we regularly file international trademark registrations in a wide array of jurisdictions, including worldwide filings, both via the Madrid Protocol and with the assistance of local counsel. We actively protect our client's trademarks, copyrights and domain names around the world.



## International Tax

We provide advice to clients on federal, state and local tax issues relating to foreign investment in the U.S., including choice of entity, use of "blocker" corporations and repatriation strategies. These "inbound" taxation issues are typically raised in connection with foreign investment in U.S. real property (FIRPTA), U.S. investment transactions and U.S. subsidiary formation and operations. We also coordinate with foreign tax advisors to address "outbound" investment issues, including the controlled foreign corporation, passive foreign investment company, global intangible low-taxed income (GILTI), base erosion and anti-abuse tax, transfer pricing, related-party payments in hybrid transactions, licensing and entity restructuring rules. We work with clients and their tax advisors in a business-centric approach in order to achieve a client's global tax planning objectives.

## International Supply-Chain Documentation and Compliance

We counsel our U.S.-based manufacturing and distribution clients on how to minimize risks in establishing, documenting and maintaining their international supply chain. Our experienced team of lawyers prepare and negotiate supply and manufacturing agreements that protect intellectual property rights, clearly identify price and delivery terms, identify and allocate the various risks associated with doing business across political and geographic boundaries and precisely define performance obligations so as to avoid future disputes. Working with our team of litigators, we have the knowledge to enforce well-crafted dispute resolution provisions venued in favorable jurisdictions when the need arises. We also guide our clients regarding U.S.-imposed compliance considerations, including the Foreign Corrupt Practices Act (FCPA), as well as foreign-based compliance requirements in the jurisdiction where the sourcing partner is located.

## Real Estate Financing

We represent foreign-based clients in domestic real estate acquisitions, financings and dispositions. We also represent foreign-based clients in joint ventures and limited partnership investments involving real estate investments in the United States.

## China Business

The landscape has never been more promising for cross-border transactions between American and Chinese companies. These opportunities, though, come with challenges related to regulatory structures, financing, business formation, human resource requirements and contract negotiation and enforcement. Fortunately, a growing number of professionals with a deep understanding of the rules of the game in both countries are available to help.

The China Business Group is a multi-disciplinary team of lawyers who assist publicly and privately held businesses and private equity firms with comprehensive domestic and international strategic planning. We provide a wide range of services to U.S. clients doing business in China, as well as China-based clients doing business in the United States. We advise on a broad range of business matters, including:

- Business transactions, tax and regulatory compliance
- Preparation of formation documents
- Preparation and negotiation of contracts including joint venture, manufacturing, supply, confidentiality and non-competition agreements
- Tariff and other compliance advice

- Litigation and alternative dispute resolution

We have developed strong relationships with an expanding network of professional advisors in China and throughout the world to help clients pursue business and establish ventures abroad. The firm's strategic alliance with the Tianjin-based Winners Law Firm allows us to better serve our U.S. clients, including publicly and privately held companies and private equity firms, to pursue opportunities in China. It also provides a venue for serving China-based companies seeking access to the consumer and capital market of the United States.

### An Experienced and Involved Team

We regularly participate in, and present to, a number of organizations and conferences, including the annual China Private Equity International Forum (CPEIF) in Tianjin, China, the World Trade Center of Greater Philadelphia China Operations Club and the U.S. Patent Trade Organization China Road Show. This enables us to closely interact with other advisors, government officials and business leaders in China and the United States; thus allowing us to assist businesses interested in forming strategic partnerships and pursuing business opportunities in that region.

## REPRESENTATIVE MATTERS

Advising U.S. client in antitrust compliance with respect to sale of division to German-based competitor

Represent U.S. companies in strategic licensing transactions with China-based partners

Represent a Tianjin, China-based company in transferring and enforcing a CIETEC arbitration award in New York and California federal courts under the New York Convention

Represented a streetwear and sneaker resale store and e-commerce site in its multimillion dollar sale to a UK-based, publicly-traded global platform for the luxury fashion industry

Represented a European-based pharmaceutical manufacturer, development and distribution company in its sale of worldwide distribution rights to a line of products; representation included drafting and negotiating an asset purchase agreement, a commercialization, development and license agreement and related manufacturing and supply agreements

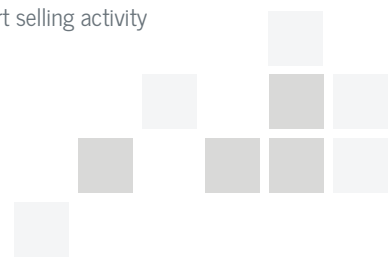
Represented a financially distressed multinational tier two supplier in the automotive industry in a series of transactions involving an asset sale transaction, a stock sale transaction to another tier two competitor and an asset sale to a tier one supplier

Represented a foreign manufacturer of pharmaceutical products and medical devices in the domestic license and distribution of its products to a U.S.- based pharmaceutical company

Represented a privately-held U.S.-based pharmaceutical manufacturing and development company in obtaining private equity financing from U.S.- and European-based private equity firms

Represented a NASDAQ-listed company in an international arbitration arising from naked short selling activity

Represented a Chinese-investor SPAC in its \$100 million capital raise and listing on NASDAQ



Represented a client on the conversion of a Delaware LLC into a Cayman Islands LLC

Handled numerous submissions to the Internal Revenue Service regarding offshore account disclosures

Advised clients of tax-efficient structures for foreign investment in the U.S.

Represented a U.S. and European distributor in an arbitration before the Hong Kong International Arbitration Centre in a dispute with a South Korean/China-based supplier

Represented a Brazilian importer of U.S. manufactured products in contract drafting and negotiations with its U.S. supplier

Represented a multinational manufacturer in an international arbitration of antitrust and unfair competition claims that resulted in a settlement favorable to the company

Monitored a Euro 4 billion case in Italy regarding alleged liability of rating agencies for massive corporate default, on behalf of U.S. excess D&O insurers

Represented a U.S. importer of Italian-made goods in contract negotiations and drafting involving issues of Italian and European Union law

Represented a U.S. corporation in ICC arbitration proceedings with European counterpart in Brussels

Represented UK insurer and reinsurer in state court litigation over alleged business torts committed in the U.S.

Achieved a multi-million dollar arbitration award in London under the International Centre for Dispute Resolution Rules; the subject of dispute was a licensing agreement for blood coagulation technology; the client is based in Pennsylvania and the defendant was a French concern

Satisfactorily mediated an international ERISA welfare benefits litigation matter before Queen's Counsel in the UK

Defended a Chilean fruit exporter in three separate food poisoning cases in the U.S.

Represent multiple clients in collection matters in Asia

Seeking discovery from a multinational corporation headquartered in Boston for use in a marital asset-division proceeding pending in Barcelona, Spain

Defending (and counterclaiming) a breach of contract action brought by a Chinese company against a Massachusetts manufacturer

Brought a breach of contract action against a French company in federal court that was successfully mediated and settled

## CASES & DEALS

White and Williams Assists Japanese IT Client in Cross-Border Joint Patent Application Agreement  
11.12.20

White and Williams Represents CRP Industries  
10.8.19

White and Williams Team Prevails in Enforcement of Foreign Arbitration Award  
6.4.19

White and Williams Secures Domestic Confirmation of Six-Figure Foreign Arbitration Award  
8.24.18

## NEWS

White and Williams Supports CIANJ Network Around the Globe & Build Your International Business  
3.11.22

Christopher Erb Joins White and Williams as Counsel in Philadelphia  
2.8.22

Agatha Mingos Joins White and Williams as Partner in New York City  
1.12.22

White and Williams Welcomes Ten New Associates  
11.4.21

Jared Johnson Joins White and Williams as Partner in Philadelphia  
8.26.21

Gary Biehn Discusses US-China Relations Under the Biden Administration  
2.26.21

Bruce MacLennan Interviewed by *Private Equity Report* as Part of "People Moves" Section  
*Private Equity Law Report*, 10.27.20

International Group Presents on the Evolution of CFIUS  
10.21.20

Gary Biehn Moderates Discussion With Craig Allen, President of the US-China Business Council  
9.8.20

White and Williams Adds Two Counsel in New York City Office  
8.7.20

Gary Biehn Participates In Inaugural WTCGP "India & South Asia Club" Meeting  
2.14.20

Gary Biehn Serves as Delaware ExporTech™ Coach  
1.21.20



White and Williams Hosts "Access Asia"

12.4.19

White and Williams Lawyers Attend Delaware ExporTech™ Program

*ExporTech™: Fast Track to Developing Strategies for International Sales (Newark, DE)*, 10.30.19

Gary Biehn Attends WTCGP Panel at the University of Pennsylvania

10.14.19

International Partner Gary Biehn Welcomes Tianjin, China Delegation

7.29.19

White and Williams Hosts China Operations Club Breakfast Roundtable

6.20.19

White and Williams Sponsors Annual World Trade Centers Day Awards

5.23.19

White and Williams Hosts USISPF, Indian Chamber of Commerce Delegation

5.7.19

Host Committee Reception at the IBA Annual World Life Sciences Conference 2019

4.22.19

White and Williams Advises Blockchain Facilitated Co-Investment Fund

Ben Franklin Technology Partners of Southeastern Pennsylvania Launches the Global Opportunity Philadelphia Fund

2.11.19

Nicole Sullivan to Participate in AmCham Ireland's Hackathon

1.24.19

White and Williams Supports Washington Ireland Program's New York Debut

3.29.18

White and Williams Supports Global Business Conference

3.20.18

White and Williams Hosts US-India Strategic Partnership Forum

10.24.17

International Business Leaders Gather in Philadelphia

White and Williams Sponsors Global Connections Reception

9.19.17

Gary Biehn Interviewed on Philadelphia - China Business Outlook

8.30.17

White and Williams Sponsors PHL-China Connections Dinner  
4.21.17

Thomas Butler and Nicole Sullivan Join White and Williams in New York  
2.27.17

White and Williams Sponsors B.E.S.T. Cities B2B Roundtable  
1.12.17

White and Williams Hosts White House Business Council Program  
3.30.16

Gary Biehn Named to Greater Philadelphia Metro Export Plan Steering Committee  
2.27.15

## PUBLICATIONS

CFIUS 2020 Annual Report  
*International Alert*, 8.13.21

Department of Commerce Issues New Interim Final Rule on Securing the Information and Communications Technology and Services Supply Chain  
Potential New Level of Scrutiny for Certain Foreign Transactions  
*International Alert*, 2.18.21

Parties to Private Commercial Arbitrations Held Overseas May Not Be Able to Utilize US Courts to Obtain Discovery  
*Commercial Litigation Alert*, 7.9.20

Non-Signatories to Foreign Arbitration Agreements May Be Able to Compel Arbitration  
*Commercial Litigation Alert*, 6.3.20

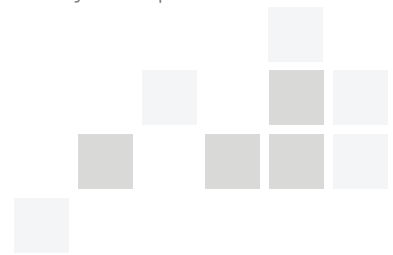
Drafting and Enforcing *Force Majeure* Clauses in the Wake of COVID-19: Details Matter  
*International Alert*, 3.6.20

Final Regulations Expanding CFIUS Jurisdiction Over Investments by Foreign Persons  
*International Alert*, 2.14.20

US-Mexico-Canada Agreement Advantages Over NAFTA Relating To Intellectual Property, Agriculture and Automotive Manufacturing  
*International Alert*, 12.3.19

Recent Cases Shed Light on Enforcement of Foreign Arbitration Awards  
*The Legal Intelligencer*, 1.10.19

Despite Limited Restriction on Extraterritorial Reach, Second Circuit Leaves Potential for FCPA Liability Wide Open  
*International Alert*, 11.28.18





New Law Significantly Expands CFIUS Jurisdiction and Mandates Declaration to CFIUS for Certain Transactions

*International Alert*, 9.6.18

"Second Tranche" of Section 301 Tariffs on Chinese Imports Effective August 23

*International Alert*, 8.24.18

## EVENTS

Islamic Law and Finance in the US Tax System

American Academy of Attorney-CPAs' Greater Philadelphia/Delaware Valley Chapter, 3.16.22

International Law: A Legal Primer Exploring Key Business Issues For the U.S. and Foreign Entities

Webinar, 1.25.22

Small and Medium-sized Enterprises and the Sino-American Relationship

The National Committee on US-China Relations, 6.10.21

US-China Relations Under the Biden Administration

The World Trade Center of Greater Philadelphia (Virtual Meeting), 2.18.21

Intellectual Property Protection and the Potential Future of US-India Relations

World Trade Center of Greater Philadelphia India and Southeast Asia Club (Virtual), 11.19.20

Global Perspectives: Market Strategies to Remain Competitive in Response to COVID -19

Webinar, 10.29.20

US-China Relations and the Impact On Your Business

World Trade Center of Greater Philadelphia China Club (Virtual), 8.19.20

Access Asia Roundtable

U.S. Commercial Service (Philadelphia, PA), 12.2.19

A Meeting With Ms. Chunfang Gu

White and Williams LLP (Philadelphia, PA), 6.20.19

Post Repatriation International Tax Planning

White and Williams LLP (New York, NY), 11.29.18

Coming to America: Mistakes, Solutions, and How to Navigate the Cultural and Legal Challenges

International Executive Resources Group Global Leadership Series Webinar, 6.7.17

The Global Mindset: A Transatlantic Conversation Between Dublin and New York

5.5.17

Managing Risk in International Contracting and Transactions

Global Business Conference: Navigating Trade in the New Environment (Atlantic City, NJ), 4.27.17

Intellectual Property Transactions in the United States: Considerations and Complications for Chinese Companies  
The 7th China IP International Annual Forum (Beijing, China), 1.17

International Legal Considerations  
Delaware ExporTech Program, 11.1.16

Europe Roadshow: US - EU Opportunities  
3.27.15