

## INTERNATIONAL

With the increasing growth of the global economy, providing full-service assistance to clients necessitates an ability to provide high quality global services. The International practice area has readily embraced this challenge.

The firm provides seamless assistance (both outbound and inbound) in all types of cross-border transactions spanning a wide variety of industries, including aerospace, agricultural, manufacturing, telecommunications, food and beverage, brewing, agrochemical, petrochemical, apparel, information systems and electronics. Members of the International practice area have counseled clients in transactions all over the globe, including Europe, Latin America, the Caribbean, the Russian Federation, Middle East and Asia and the Pacific Rim (especially China, South Korea, Hong Kong, Australia, Taiwan, Japan, India and Thailand).

The International practice area's primary focus is assisting U.S. companies with a wide variety of overseas global transactions ranging from the negotiation and formation of contractual arrangements to the complexities involved in establishing direct investments overseas. The firm regularly helps clients with financial transactions, intellectual property protection, global management, taxation and cross-border insolvency issues. Another key focus is international trade and compliance, where the practice area's lawyers handle trade remedy actions before the Court of International Trade, as well as customs regulations, export controls and trade compliance.

When a foreign company is considering establishing an operation in the United States, the firm's international lawyers provide important counseling to identify domestic legal issues and provide advice concerning federal, state and local incentives, capital investment, intellectual property, litigation, environmental compliance, taxation, employment and personnel matters. Because the lawyers routinely practice in these areas, they are able to provide valuable assistance during this initial planning stage to avoid future problems and minimize organizational costs.

The International practice area, in conjunction with the Litigation practice group, represents clients in commercial disputes involving international legal issues in various federal courts and also has experience using alternative dispute resolution procedures, including those of the American Arbitration Association (AAA) and the International Chamber of Commerce (ICC). International lawyers not only have experience in obtaining and taking discovery abroad, but also with the various conventions that control these processes.

Armstrong Teasdale offers its foreign clients assistance in obtaining visas and temporary or permanent work permits for necessary personnel and can represent the client and its personnel with the U.S. Citizenship and Immigration Services (USCIS, formerly the Immigration and Naturalization Service).

## GLOBAL TRANSACTIONS

The International practice area has extensive experience in planning, structuring and implementing various international business transactions. Our attorneys regularly assist with negotiating and drafting various strategic transactions, contractual joint ventures and consortiums, manufacturing and partnering agreements, license agreements, distribution and representation agreements, software development agreements, maintenance and service agreements, e-commerce contracting, confidentiality agreements, employee invention assignment agreements, consulting agreements, and independent contractor agreements.

During the course of this assistance, we analyze and use optimal structures to avoid adverse tax consequences (including the unnecessary creation of a permanent establishment), exchange controls and currency risks and risks to intellectual property rights.

## **FOREIGN DIRECT INVESTMENT**

When clients desire to create a more significant overseas presence, we advise them on all aspects of selecting and implementing the optimal structures for a foreign direct investment, whether through mergers, acquisitions, joint ventures, strategic alliances or the creation of entirely new investments. Once a structure is selected, we provide assistance in carrying out all aspects necessary to establish an overseas presence. This necessitates working closely with clients to help evaluate and mitigate all the different types of domestic and international risks.

The risks involved in decisions to make an initial investment overseas, as well as decisions to restructure existing investments, include: political risk, currency risk, expatriation of profits, import and export tariffs, taxes, and national and local regulation of operations.

## **INTERNATIONAL COMPLIANCE**

Another important area of practice involves counseling clients about compliance with U.S. laws that regulate international transactions such as the Foreign Corrupt Practices Act (FCPA). The International practice area assists U.S. and multinational corporations in meeting their obligations under the FCPA and applicable international anti-corruption conventions, including the OECD Anti-Bribery Convention, the U.N. Convention Against Corruption and the Inter-American Convention Against Corruption. In addition to helping clients comply with trading regulations, clients are represented when potential problems or violations arise. The International practice area also assists with issues concerning export controls and compliance.

## **INTERNATIONAL FRANCHISING**

Attorneys in the International practice area assist franchisors in licensing the right to sell products and/or services and in using the franchisor's intellectual property, including trade names, trademarks, business know-how, and business systems in exchange for royalties and other fees. Assistance includes advice on disclosure requirements in foreign jurisdictions, preparation of disclosure documents, development of international franchising agreements and termination issues.

## **INTERNATIONAL FINANCIAL TRANSACTIONS**

Inevitably every client engaged in overseas transactions will encounter issues involving cross-border banking and securities. Our attorneys provide assistance to lenders, manufacturers/sellers or other parties extending financing in an international transaction including guarantees (parent company, private or public) and the availability, structuring and proper drafting of letters of credit, negotiable instruments, documentary collections, counter-trade and receivables financings. Other areas of the International practice area include international hedging techniques such as forward exchange contracts and swaps.

## **INTELLECTUAL PROPERTY ASSISTANCE**

Issues involving intellectual property rights (patent, trademark, copyrights and trade secrets) should be considered during the planning process of almost every international transaction. In conjunction with our Intellectual Property practice group, we assist clients in acquiring foreign intellectual property rights, licensing intellectual property rights to a foreign entity, and developing intellectual property with a foreign concern. International attorneys assist with the overseas registration of



patents and trademarks (under TRIPS and pursuant to local laws) along with licensing arrangements. Other aspects of the practice entail protecting intellectual property from infringement through various trade actions, and with navigating U.S. export controls related to the transfer of intellectual property overseas or to foreign nationals.

## GLOBAL MANAGEMENT

The globalization of companies inevitably leads to certain challenges and legal issues that specifically affect a global workforce. The International practice area offers critical legal advice about the structuring and management of global workforces with the assistance of the Employment and Labor practice. Relationships and draft agreements are evaluated (such as ex-patriot, employment, termination, independent contractor, confidentiality and termination) to properly reflect the relationship between employer and employee. International attorneys assist with the implementation of human resources across borders. A basic aspect of this practice area is liaising with local employment experts to make sure that the client is in compliance with and can effectively avail themselves of local laws. In addition, attorneys work to help the client integrate domestic and foreign policies when creating employee handbooks. Additional areas of the practice include global employee benefits, compensation and stock options, data privacy and global human resources information systems, global mergers and acquisitions and collective redundancy issues.

## INTERNATIONAL TAXATION

The International practice area, along with attorneys in the [Tax](#) practice area, assists clients in the planning and structuring of tax-efficient cross-border transactions. We work with clients in matters involving tax treaties, inter-company pricing, Competent Authority, Advance Pricing Agreements, foreign tax credits, sourcing of income, controlled foreign corporations, in-bound and out-bound investments and transfers of property, local taxation, remittances, and permanent establishments.

## CROSS-BORDER [INSOLVENCY, BANKRUPTCY AND CREDITORS RIGHTS](#)

International creditors' rights consist of rights and remedies available under the applicable laws to a creditor of one nation in the event a debtor of, or with assets in another nation is unable or unwilling to pay a debt or satisfy the obligation. The International practice area, along with the [Debt Finance](#) practice, assists creditors in ascertaining the nature and scope of their available rights and remedies. The group also advises clients in pre-bankruptcy planning to circumvent or otherwise avoid the inevitable pitfalls encountered when dealing with cross-border debts.

## INTERNATIONAL TRADE AND COMPLIANCE

**Export and Compliance:** Our lawyers assist with export control, licensing and compliance involved in the export of U.S. products under the Export Administration Act and Regulations (EAA/EAR), the Arms Export Control Act and Regulations (AECA/ITAR), and the Foreign Assets Control Regulations. Clients also receive guidance with sanctions programs, boycott and anti-boycott regulations, and the denied and debarred persons lists.

**Customs/Importation:** We counsel clients in transactions involving the movement of goods, services or capital across borders. Our lawyers provide representation with respect to all laws administered by the U.S. Customs and Border Protection, including tariff rates, the classification and valuation of imported merchandise, bonded warehouse operations, temporary importation under bond (TIB), duty drawback, penalties, liquidated damage claims, seizures and forfeiture proceedings, country-of-origin marking and other labeling requirements, quotas and preferential tariff programs, and free trade agreements. We work with clients to conduct customs audits that identify past violations and to develop programs to



promote compliance with customs laws. In addition, we help clients benefit from certain preferential trade arrangements when they are determining where to establish manufacturing operations overseas.

**Trade Remedies:** The U.S. has a complex system of laws governing international trade and the import of various goods. The governing statutes contain specific requirements for conducting investigations before the International Trade Commission (ITC) and the Department of Commerce (depending on the type of investigation). Counsel must have the legal and technical support necessary to deal effectively with these time demands.

We represent clients dealing with domestic and international trade regulation in the areas of anti-dumping and countervailing duties (Sections 701 and 731), import relief under the escape clause (Section 201), import infringement of patents, trademarks and copyrights (Section 337) and China safeguard investigations (Section 421). Our lawyers have practiced before the ITC and are admitted before the Court of International Trade and the Court of Appeals for the Federal Circuit.

**Foreign Corrupt Practices Act (FCPA):** We assist U.S. and multinational corporations in meeting their obligations under the Foreign Corrupt Practices Act (FCPA) and applicable international anti-corruption conventions, including the OECD Anti-Bribery Convention, the U.N. Convention Against Corruption and the Inter-American Convention Against Corruption. In addition to helping clients comply with trading regulations, we also provide representation when potential problems or violations arise.

**Compliance Reviews and Audits:** Our lawyers use a team approach to assist clients with conducting outside audits of existing trade compliance programs as well as the implementation of new trade compliance programs covering FCPA, customs and importation, export controls, sanctions and embargoes, and boycott/anti-boycott. This approach typically involves a documentation review, on-site audit and preparation of a report detailing target areas for improvement and a specific implementation plan.

## EXPERIENCE

### **\$19.5 Million Verdict in Complex Business Fraud Case**

Secured a \$19.5 million verdict for a prominent Miami physician and part owner of a family drywall business in Colombia, in a two-week jury trial regarding attempts to deprive the client of his 33.33% interest in the business.

### **Obtained Change of Scope in Anti-Dumping Investigation**

Successfully obtained from petitioner consent to change in the scope of an anti-dumping/countervailing duty investigation by the U.S. government into certain steel racks being imported from China and allegedly sold in the U.S. market at less than fair value.

### **Trade Compliance Audits for Global Agricultural Company**

Regularly conduct U.S. trade compliance audits/reviews of company's international locations in which we examine overall organizational structure, U.S. export and import controls and supply chain security.

### **Multimillion-Dollar Deal in Client's First International Expansion**

Represented a client that heat treats metal parts for general manufacturers, including those in the automotive and aircraft industries, in its first international expansion. The deal included providing assistance with a long term supply arrangement with an European equipment manufacturer as well as a long-term facility lease and construction agreements; retaining local



Armstrong  
Teasdale

counsel in Mexico; setting up foreign subsidiaries and adding a new U.S. subsidiary; as well as handling associated intellectual property, real estate and tax issues.

**Trade Compliance Audits for Manufacturing Conglomerate**

Regularly visited global sites of publicly traded manufacturing conglomerate to conduct trade compliance audits of its operations. These audits included a review of the corporation's general compliance structure, import compliance, export compliance and supply chain security.