

## INTERNATIONAL PRACTICE

Our attorneys advise a host of international clients on their inbound and outbound transactions, corporate structures, tax, operating agreements, antitrust and competition issues, technology, communications, immigration and employment matters to ensure the optimal legal foundation for an enterprise with expanding borders. We represent a significant number of foreign clients including commercial entities, emerging companies, financial institutions and individuals based throughout the world.

In addition to our office in Shanghai and presence in Belgium and Israel, we are a member of Terralex, an international network of leading independent law firms serving the business interests of clients whose requirements transcend their borders. This network helps Sheppard Mullin provide the global reach and local expertise we need to help our clients meet any challenge, anywhere.

### **Inbound and Outbound Investments**

Sheppard Mullin represents international clients seeking to do business or managing significant holdings in the U.S. We recognize that these clients' requirements are different, and our lawyers are particularly sensitive to those needs. We advise on a wide variety of issues, such as:

- Acquisitions and dispositions
- Domestic and offshore investment structures
- Operating U.S. businesses, branches, subsidiaries and properties
- Hart-Scott-Rodino and Ex Florio approvals and filings
- Cross border financing, licensing, distribution agreements, strategic alliances and joint ventures
- Litigation, arbitration and dispute resolution

We also advise both domestic and international clients and corporate financiers investing outside of the U.S. on international tax planning and structuring concerning foreign investments. This advice has included choice of entity, income tax treaties, foreign withholding tax and tax credits, as well as capital gains and ordinary income tax treatments.

### **Cross Border M&A**

Sheppard Mullin represents clients in cross border mergers and acquisitions and investment transactions. We have experience representing both domestic and foreign clients in connection with a variety of cross border structures, including:

- Acquisitions and divestitures of U.S. businesses by foreign clients or their U.S. subsidiaries
- Acquisitions and divestitures by U.S. clients of foreign companies, whether directly or through foreign subsidiaries
- Controlling and non-controlling investments by foreign clients or their U.S. subsidiaries in U.S. businesses
- International investment transactions by U.S. based clients
- Joint ventures between U.S. and foreign companies, both on and offshore

We combine our firm wide experience in negotiated, unsolicited, public and private acquisitions, private equity, venture capital investments and joint ventures with an understanding of the special issues involved in cross border transactions.

### **Joint Ventures and Strategic Alliances**

One of the primary strategies for foreign businesses to enter the U.S. market and for U.S. businesses to enter foreign markets is through joint ventures or other forms of alliance. Sheppard Mullin advises on the host of cross border partnering, joint venture and alliance configurations. We have advised on the array of legal issues and challenges, including:

- Identifying and working with local counsel, accountants and advisors

- Conducting due diligence on prospective partners
- New entity formation (foreign or domestic)
- Investment structures
- Liability protection, exit and termination strategies
- Intellectual property registration and protection
- Technology licensing
- Risk sharing, manufacturing, marketing and R&D agreements
- Customs and other import controls
- U.S. tax planning for U.S. and foreign partners
- Choice of law and dispute resolution venues

We have also advised on matters subject to the Foreign Corrupt Practices Act, Antiboycott Act and other U.S. controls on doing business in certain foreign countries.

### **Dispute Resolution and Litigation**

Sheppard Mullin is involved in virtually all aspects of commercial litigation, including antitrust, financial services, construction, communications and media, insurance, intellectual property, product and professional liability, real estate, securities, white collar, healthcare, technology, manufacturing and aerospace, to name only a few. It is no surprise that clients from around the world turn to Sheppard Mullin for superior and effective litigation expertise. At the same time, our lawyers recognize and promote the use of mediation and other dispute resolution mechanisms as alternatives that can afford substantial savings where appropriate. Our international litigation practice includes:

- Patriot Act Compliance and enforcement
- Foreign Corrupt Practices Act issues
- Enforcement of foreign judicial or arbitral awards in the U.S.
- Enforcement of U.S. judicial or arbitral awards abroad
- Inbound and outbound customs issues
- International arbitration of private disputes
- International arbitration of government contracts
- Personal jurisdiction and procedural issues

Sheppard Mullin attorneys are known for exceptional advocacy, trial and appellate skills, in-depth knowledge of state and federal courts at all levels and practical business judgment, all of which contribute to our consistent delivery of solid, cost efficient results.

### **Banking and Finance**

Our banking and finance attorneys represent financial institutions (banks, commercial finance companies, insurance companies and leasing companies) in the documentation, negotiation and structuring of financial transactions. Our attorneys advise lenders, lessors, venture capital groups, investors and, at times, sellers, lessees and borrowers in a host of unsecured, personal property secured and real property secured transactions, including loans, leases, syndications/participations, chattel paper portfolio purchases and sales, consumer transactions and structured or financially engineered creditor facilities. We also represent financial institutions in matters such as licensing, the establishment of new branches and regulatory and form compliance procedures, as well as provide opinions for California law issues such as usury, form compliance for federal and state consumer transactions, UCC and securitization matters.

### **Antitrust**

With a diverse clientele ranging from multinational corporations to starts-ups seeking to engage in joint ventures, strategic alliances or to create new markets through mergers and acquisitions, we advise on a variety of antitrust matters, including:

- Civil and criminal antitrust and trade regulation

- Proceedings before the WTO
- Consumer protection and unfair competition
- Antitrust enforcement and international trade regulation

Sheppard Mullin acts as a deal maker in executing a team effort to maximize cross border opportunities. Our international team members are multicultural and multilingual. This assures proper communications with co-counsel, as well as adverse parties. By operating constructively with foreign advisors to jointly explore options in alternative jurisdictions, we are able to provide the best possible solution to ensure a solid international legal and business strategy.

### **Intellectual Property**

The firm advises domestic and international clients on patents, trademarks, copyrights, trade secrets and false advertising, as well as creating the optimal structuring for transactions and negotiations involving such property. We routinely secure and enforce intellectual property both domestically and abroad. Our attorneys assist clients with the practical concerns related to e-commerce and data retention, as well as provide cutting edge counsel in antitrust, unfair competition, counterfeiting, grey marketing and product diversion.

We regularly assist with technology transfers, including assignments, licensing and joint ventures, as well as protect proprietary information to avoid loss through employee departures, industrial espionage or other means. We have proven expertise in representing clients in trials and appeals in the federal and state courts, in arbitrations and in adversarial proceedings before the U.S. Patent and Trademark Office, the Federal Trade Commission and other tribunals and in industry investigations such as those before the National Advertising Division of the Council of Better Business Bureaus, Inc.

### **Entertainment and Media**

Our Entertainment, Media and Communications lawyers have distinguished themselves with the ability to represent media companies on a global basis in multi-year television output licensing and joint venture agreements, including structuring satellite and cable platform deals for studios in Italy, Germany, France and Spain. By aiding in the creation of these programming opportunities, our lawyers are pivotal in offering studio clients both strategic and tactical guidance in international markets as well as in new emerging multimedia environments.

Our attorneys have also represented studios and production companies in licensing copyrighted film and television content and characters for distribution and merchandising opportunities in markets around the world. This work includes ensuring that proper measures are taken in U.S. and foreign jurisdictions to protect trademarks, copyrights and other intellectual property assets. Our clients in this area have included major studios as well as producers and distributors of very successful and lucrative syndicated series and films.

### **Labor and Employment**

Labor and employment laws affect the entire legal relationship between employers and employees, beginning with the initial hiring process and expanding into every facet of daily operations, including job descriptions, wages, promotions, reviews, terminations, benefits, mergers and acquisitions, as well as the successful resolution of disputes pertaining to unfair labor practices and discrimination. Because the laws that apply to the labor and employment relationship are found at all levels of government—federal, state, county and even city—making sense of these oftentimes conflicting requirements is more of a challenge than ever for today's employers.

On many occasions, employers seek to "do the right thing" and yet don't realize they might be in violation of the law. Knowing what to do and when is a core competency of our Labor and Employment attorneys. With one of the largest and most prestigious Labor and Employment practices in the country, Sheppard Mullin advises employers of all sizes—ranging from Fortune 100 companies to high tech and traditional business start-ups—in all aspects of employment counseling and litigation. The strength and depth of our practice is rooted in our ability to provide truly

full service labor and employment law counseling.

Many of our multinational clients view our Labor and Employment practice as an extension of their in-house legal department, while our emerging and middle market clients rely upon the true depth of our expertise and the outstanding service we are able to provide daily.

### **Tax, Estate Planning and Immigration**

An intercontinental family with members scattered throughout the world, a foreign executive contemplating a transfer to the U.S. and a foreign investor with assets in the U.S. must be careful how their holdings are structured. Prudent estate and tax planning will result in significant tax savings for several generations. Sheppard Mullin counsels multinational clients on pre immigration tax matters and multi-jurisdictional estate planning, including:

- Domestic estate planning following immigration
- Formation of offshore companies and other vehicles to hold U.S. assets
- Analysis of visa alternatives from a tax perspective
- Development of pre immigration gifting strategies
- Preparation of foreign generation skipping, dynasty and other trusts
- Advice on U.S. reporting obligations regarding foreign accounts, trusts and transfers of funds
- Analysis of income and estate tax treaties to minimize overall or double taxation

Sheppard Mullin also has significant expertise in employment based immigration law. Our advice spans the naturalization process through the relinquishment of citizenship. We advise on the:

- Application for various non-immigrant visas for employment of foreign nationals in the U.S.
- Applications for permanent resident status ("green cards")
- Labor certifications
- Administrative matters before the Immigration and Naturalization Service, U.S. State Department and Department of Justice

Our attorneys also advise on compliance with the Immigration Reform and Control Act, verification procedures, INS or Department of Labor investigations, fine procedures and related litigation. We assist with temporary work visas and permanent residence matters, as well as advise on I-9 compliance and record keeping and government audits and hearings and appeals before the federal court, the Board of Immigration Appeals and the Board of Alien Labor Certification Appeals.