

International

Key Contacts

Philippe C.M. Manteau
New York
212.745.0856
pmanteau@schiffhardin.com

Overview

An International Team Counseling Non-U.S. Companies

If you are based outside the United States and need legal assistance with your existing U.S. affiliate, or if you want to enter the U.S. market, we can help. With lawyers across the U.S., our International Practice Group regularly advises companies from abroad in virtually all legal issues they face in the U.S. Many of our attorneys are bilingual or multilingual, multicultural, and are trained in one or more foreign legal systems. Our ‘think global, act local’ approach, relying on an extensive network of local counsel worldwide and the national U.S. presence and strength of Schiff Hardin, helps clients respond to the changing times and address their local needs.

Our international representations include mergers and acquisitions, commercial transactions, intellectual property, securities compliance, financings, litigation and dispute resolution, antitrust and competition law, labor and employment, construction, environmental, and tax.

In addition to large, public and private multinational corporations, we advise mid-sized and smaller companies based outside the U.S., investor groups, and individuals in all legal matters relating to their business activities in the U.S.

Our lawyers represent clients across a wide range of industries, including software and information technology, consumer brands, life sciences, medical devices, pharmaceutical, chemical, industrial equipment, food and beverage, and fashion, among others. We know our clients’ industries and understand their business culture and needs with respect to foreign investments and U.S.-based commercial operations.

Our familiarity with foreign civil law legal systems and business cultures make us uniquely sensitive to the requirements of clients from abroad. It also allows us to offer practical and efficient solutions to both legal and business problems that take into account not only the latest developments in U.S. law and practice, but also any special legal requirements of the client’s country.

Serving as U.S. Outside General Counsel to International Companies

We regularly serve as outside general counsel to non-U.S. companies for their business operations inside the U.S., and we work closely with owners and senior management. In this role, we oversee all aspects of their legal work by using a multi-disciplinary, collaborative team approach to coordinate legal services from the various practice areas of the firm. Our timely and cost-effective advice not only answers the question asked but also anticipates further problems and helps solve them before they escalate. With our dedicated team of outside general counsels we cover a lot of ground from handling day-to-day corporate, commercial and employment activities to

Connecting U.S. Companies to a Worldwide Legal Network

We believe that the best way to assist domestic clients doing business outside the U.S. is to team with major law firms in foreign jurisdictions. We have strong relationships with senior partners at select groups of foreign firms depending on the local jurisdiction at stake (such as FIDAL and its international alliance, the PwC and Ernst & Young legal networks, and the TerraLex law firms), and our established relationships with local counsel inside and outside these networks and throughout the world provide us with prompt and efficient access

Our local partners understand the global needs of U.S. companies, allowing us to tap the abilities of top professionals in their fields to deliver high-quality, value-added work in a seamless manner. This “best-friends” approach is a cost-effective and time-efficient manner of

Experience

We have assisted foreign clients in a wide range of industries with issues relating to U.S. investments, transactions, litigation, and business activities.

Electronics, Technology, and Telecommunications

- Represented a Japanese leader in humanoid robotics with setting up its operations in the U.S., and provided advice on general corporate, employment, tax, and commercial/licensing matters.
- Advised a leading French company specializing in secured power supply along with a manufacturer of low voltage power security switches and devices on general U.S. corporate matters, including the bankruptcy of one of their major customers.
- Represented a German company that delivers system technology for maritime applications in its acquisition of all outstanding shares of a U.S. designer and supplier of roll stabilization and heel control systems.
- Represented a German company that is a world leader in high-speed electro photographic and inkjet printers in extensive patent and trademark prosecution and pre-litigation matters.
- Represented the purchasers of \$30 million senior notes of an English international engineering group which notes are guaranteed by its subsidiaries incorporated under the laws of England, Germany, France, and Australia.

Energy, Public Utilities, and Oil and Gas

- Represented a Canadian oil field services company in connection with its issuance of CAD \$75 million senior notes which are supported by its Netherlands Antilles parent company.
- Represented Chugoku Electric Power America, LLC in its acquisition of a 10 percent membership interest in South Field Energy Partners LLC from Advanced Power. South Field owns a 1,182-megawatt electric generation facility in Columbiana County, Ohio.
- Represented Chugoku Electric Power America, LLC in its acquisition of a 16.2 percent interest in Kleen Energy Systems, LLC, a 620-megawatt Combined Cycle Gas Turbine (CCGT) power plant located in Middletown, Conn. from Ares EIF.
- Advised Tenaska Power Fund II in a \$1.6 billion term loan to repay acquisition and project-level debt at seven electric-generating facilities in the U.S., plus additional construction and term loan facilities. The transaction was recognized as an IJ Global North American Portfolio Deal of the Year in 2015.

Food and Beverage

- Represented Kraft Foods in its \$280 million sale of Minute Rice® brand and assets to Spanish food producer Ebro Puleva SA.
- Represented Bell Flavors & Fragrances in its acquisition of Sillage Aromatique, the fragrance division of Nardev Chemie Pte, Ltd, in Singapore.
- Represented the purchasers of \$100 million senior notes of a Puerto Rico domiciled wine and spirits distiller which notes are guaranteed by its Bermudan parent company.
- Represented a U.S. flavor and fragrance company regarding manufacturing operations in Germany and Hong Kong and product distribution to China, Vietnam, and other Southeast Asian nations.
- Represented the largest European company in the bakery industry in setting up its operations in the U.S. and advising on general corporate, employment, tax, and commercial matters.
- Represented a French leading yogurts and deserts manufacturer in setting-up its operations in the United States and in its day-to-day activities.
- Represented a leading Moroccan olive oil manufacturer in setting-up its operations in the U.S. and in its day-to-day activities.
- Represented a French private conglomerate in the sale and purchase of renowned vineyards in the Napa valley.

Industrial Products and Equipment

- Represented a leading global manufacturer of raw ingredients for the perfume and chemical industries in setting-up its operations in the U.S, as well as its day-to-day activities, construction and real estate matters, and dispute resolution matters.
- Represented the holder of the French monopoly for the manufacture of gun powder and explosives in its prolonged negotiations that ultimately led to the divestiture of its U.S. business.
- Represented a large German manufacturer of industrial valves in patent prosecution and pre-litigation matters.

Life Sciences, Pharmaceuticals, and Medical Devices

- Represented a French pharmaceutical company with the launch of a revolutionary drug in the U.S.
- Represented the purchasers of \$100 million senior notes of U.S. subsidiary of a Swiss sanitary technology company which notes are guaranteed by its Swiss parent company and a German sister subsidiary.
- Represented the purchasers of \$75 million senior notes of a Swiss-based international medical-technology group.

- Represented a leading European manufacturer and worldwide distributor of medical devices in the strategic divestiture of its neurosurgical business division in the U.S., in the restructuring of its sales force and distribution network in the northeastern U.S., and in complex litigation with some of its U.S. distributors.
- Represented a leading manufacturer and worldwide distributor of medical devices in its long-standing litigation against its former CEO.

Manufacturing and Consumer Products

- Represented Newell Brands in its:
 - \$615 million acquisition of the worldwide stationery products business of The Gillette Company, including Paper Mate, Parker, and Waterman writing instrument brand names, and Liquid Paper correction products.
 - \$6.3 billion acquisition of Rubbermaid Incorporated.
 - \$445 million acquisition of Technical Concepts®, a global provider of innovative restroom hygiene systems.
 - Acquisition of a leading producer of on-demand labeling products with worldwide operations.
 - Sale of the Curver brand business, a European producer of household products, with subsidiaries and assets in 10 European countries. This involved a complex reorganization of certain operations and assets prior to the sale.
 - Disposition of the Pyrex licensed brand business in France, Germany, Italy, Spain, Sweden, and the United Kingdom.
 - Sale of a hand saw business bound in Denmark.
 - \$450 million acquisition of American Saw & Manufacturing Company, a global manufacturer of saw-blade products.
- Represented Snap-On Incorporated, a manufacturer and marketer of tools, equipment, diagnostics, repair information and systems solutions, in its \$155 million acquisition of Sweden-based Car-O-Liner Holding AB.
- Represented TTS Tooltechnic Systems AG & Co. KG., a privately held company based in Germany, in its acquisition of SawStop LLC.
- Serve as outside general counsel to the U.S. affiliates of TTS Tooltechnic Systems AG & Co. KG., a privately held company based in Germany.
- Represented CTR Lda., a privately held company based in Portugal, in connection with its acquisition of the assets of CoPac Industries.
- Serve as outside general counsel to CTR Lda., a privately held company based in Portugal.
- Represented a French public company in purchasing the assets of a U.S. leading spare parts manufacturer for the automotive industry.
- Represented Dubai-based Emaar Properties in its \$1.1 billion acquisition of John Laing Homes.
- Represented a Canadian-based consumer products company in the acquisitions of bicycle companies located in China and Taiwan.

Retail, Fashion, and Luxury Goods

- Represented a leading French manufacturer and supplier of fashion clothing in its corporate restructuring and day-to-day activities in the U.S.
- Represented a leading French manufacturer and supplier of luxury upholstery in expanding its distribution network in the U.S.

Other Representations

- Represented the purchasers of CAD \$60 million secured notes in connection with the monetization of the naming rights to the stadium played in by a Canadian NHL hockey team.
- Represented the partners of prominent French-American accounting firm in the sale of their business to a major French and international accounting firm.