

## International Law

The world is becoming increasingly smaller and more accessible to companies from every corner of the earth. Businesses growing into international markets quickly realize that a more accessible world does not mean a less challenging marketplace. Increasingly, the rapid development of global markets requires companies of all sizes to quickly develop a command of international markets, business practices, and regulations. Lathrop GPM provides real-world business experience and legal expertise to provide our clients proven counsel in the international marketplace.

### **Global Clients, Global Experience**

Every business opportunity is as unique as the company pursuing it. Lathrop GPM services clients both domestically and internationally with their multi-national and international goals. Our clients originate from nearly every region on the planet and most imaginable market sectors. Our first objective is to understand each client's specific business objective and to develop strategies to meet their goals. Lathrop GPM's lawyers then partner with clients by applying years of experience within various international aspects of the business and the applicable law. Our collective experience and international network of experts is uniquely equipped to lead our clients' business from concept to the market.

### **International Counsel Without Borders**

Through our involvement in Multilaw, one of the largest associations of global law firms, we have developed strategic alliances with prominent firms in every major market of the world. As a member of Multilaw, we are connected to more than 90 independent law firms in more than 100 countries. The network encompasses over 10,000 lawyers in more than 300 offices throughout the world, including Asia, Europe, the Middle East, the Americas, Africa, and Australia/New Zealand. Through this alliance, we provide our clients with unprecedented and immediate

access to qualified legal assistance in almost any foreign jurisdiction.

### **Global Reach**

Lathrop GPM's International Law team has served clients in more than 100 countries and has been especially active in the following locations:

#### *Canada*

Our "neighbor to the north" is one of the United States' largest trading partners. We regularly assist U.S. companies in expanding their business into Canada, whether through franchising, distribution, joint ventures, branch offices, or sales representatives. The Canadian legal system is similar in many ways to that of the U.S., but there are differences—both significant and subtle. Our International Law team helps clients discern those differences and avoid legal missteps while pursuing their business objectives. We also provide a full array of legal services to Canadian entities desiring to conduct business in the United States.

#### *China & the Pacific Rim*

Companies in the Midwest region of the U.S. have developed strong business relationships with Chinese partners to introduce goods and services to the Chinese market and to connect with China's massive labor force to efficiently manufacture goods for sale elsewhere. Lathrop GPM brings unique experience to those strategies, among others. Our lawyers have actively counseled U.S.-based clients expanding into China for more than 25 years. During that period, we also have represented Chinese interests in the United States.

Our long-standing activity in China allows us to counsel small companies seeking to enter the Chinese market, as well as to assist major companies expanding their presence in China. We've recently have served client business interests in China in the following areas:

- Franchising
- Product distribution and licensing

- Joint venture relationships
- Trademark and other intellectual property counseling
- Establishing supply chains to import goods from China
- Establishing supply chains to manufacture goods in China for export elsewhere

### *European Union & Scandinavia*

The European Union has been a significant force in international trade. The inclusion of additional Eastern European countries into the E.U. has strengthened that reality. That expansion increases trade barriers for U.S. companies seeking to market goods and services in Europe. We have counseled a large variety of U.S. companies facing complex European Union competition, franchising, distribution, and merger regulations.

Our experience in Northern Europe, particularly in Scandinavia, mirrors many of the historic immigrant roots in the Upper Midwest that have developed into deep business ties. Lathrop GPM's industry experience in the life science, medical device, health care, agricultural, and energy industries is an ideal match for the rich sectors in Scandinavia looking to launch products and services into North America. We counsel numerous companies of all sizes on strategically entering the North American market and how to successfully commercialize their products and services.

### *Latin America*

While other economic regions have been slow to recover from the recent global recession, many countries in Latin America are thriving—and many of our clients have agreed that Latin America is an emerging market that will be there to stay. We have assisted companies of all sizes, from emerging to multinational powerhouses, in developing new markets in the region for their goods and services as well as guiding them in addressing challenges with existing business relationship and competitors.

### **The Power of Practical Experience**

Several of our team members have previously served within private and public corporations in both legal and business operations and bring "real-world" experience to the practice of law. In addition, our lawyers participate in numerous business trade organizations, including the Midwest Global Trade Association, the International Franchise Association, the Minnesota International Center, trade offices, and various American-foreign Chambers of Commerce. Our international business experience—coupled with our knowledge of current and developing legal issues—makes our team uniquely qualified to provide our clients with the practical advice, coupled with legal advice, necessary to achieve their business goals.

### **A Powerhouse in International Franchising**

The rewards of doing business internationally are great—and so are the risks. Fortunately, our team knows the ropes and has been recognized globally as one of the top four international franchise law firms (by Chambers Global). We will steer you around pitfalls and away from problems to help get you where you want to be. Companies operating through franchising and licensing internationally retain our team to:

- Prepare and negotiate international franchise and distribution agreements, sales contracts, licensing agreements, and joint venture documents
- Prepare disclosure documents to comply with foreign disclosure laws
- Protect trademarks and other intellectual property
- Enforce international agreements
- Help overseas franchisors expand their systems in the United States
- Help with existing U.S. anti-terrorism legislation compliance
- Structure international transactions and relationships

### **Representative Matters**

*Franchise*

Franchisors recognize opportunities overseas, yet they often face new challenges when developing an international program. We guide franchisors through this rewarding yet demanding process to achieve their overseas expansion goals. In the past three years alone, members of our team have assisted franchisors in pursuing development in more than 30 countries.

Representative matters include:

- Assisted international leader in fitness franchises in expanding development through master franchise program in various markets, including China, Russia, Thailand, and countries in the Latin American region
- Assisted U.S. leader in senior care franchise services in expansion through franchising in Switzerland and Italy, and in further development of Canadian market
- Assisted franchise sector leader in nutritional beverages with the drafting and negotiation of master franchise agreements in Egypt, Turkey, Japan, and the Cayman Islands
- Assisted international franchisor in quick service food sector in preparing a master franchise agreement and related option agreement for expansion in China
- Represented Brazilian steakhouse franchisor in a dispute with U.S.-based franchisees (enforcement of post-termination obligations)
- Assisted U.S.-based pizza franchisor in addressing dispute with master franchisees in the UK and Latin America; matters involved (among other issues) legal impact of letter of intent and termination of existing master franchisee
- Assisted two leading U.S.-based retailers expand through franchising in Mexico

#### *Distribution/Manufacturing*

We regularly assist clients in international supply-chain development—including sales agents, distributors, joint ventures, goods importation, and overseas manufacturing process development. Representative matters include:

- Represented Minnesota-based company in letter of credit dispute with Turkish bank

- Represented various clients ranging from start-up to Fortune 500 in formation and/or negotiation of international dealer, distributor, and agent structure and termination matters
- Represented Minnesota-based company in dealer termination litigation in Puerto Rico
- Represented various foreign-based companies in distribution formation and termination matters
- Represented German publisher in various global distribution projects
- Represented Canadian entity with expansion in U.S., Middle East, and elsewhere
- Assisted major U.S.-based furniture retailer in licensing and supply agreements in Latin America and Asia

#### *General Corporate, Commercialization & Funding*

We regularly assist non-U.S. companies with entering the North American market. Lathrop GPM's lawyers often "storm the beaches" on behalf of clients who are looking to launch their products and services into foreign markets—from the very practical matters to highly complex matters of corporate finance and funding of international enterprises within the U.S. Lathrop GPM has a large practice group dedicated to new ventures and funding, which is a demanding market around the world. By representing numerous funds and private family offices, we have the unique ability to counsel on international transactions both from a company standpoint and from an investor standpoint.

Recent representative matters include:

- Represented laboratory supplier in establishing an LLC and assisted in navigating international restrictions on shipping of experimental supplies
- Assisted numerous clients in establishing joint ventures and wholly-owned foreign enterprises (WOFE)'s in China
- Assisted company in organizing as a Minnesota LLC, raising seed capital, and obtaining exclusive rights to pelletization technology from Europe
- Counseled Minnesota-based client in forming Malaysian joint venture involving large government contract

- Assisted company in reorganizing from a Massachusetts LLC to a Minnesota LLC, raising equity capital from institutional and angel investors, organizing multiple operating subsidiaries, establishing a line of credit with a national lender, and preparing contracts with customers and suppliers
- Advised client in EU transfer pricing matters and establishing corporate structure to accomplish goals
- Assisted U.S.-based companies in winding up foreign subsidiaries in Europe and Asia
- Represented several Norwegian companies in joint venture, distribution, and investment matters in the U.S. and elsewhere

#### *Merger/Acquisition*

Recent representative matters include:

- Represented a domestic manufacturer in its sale to an Asian private equity firm
- Represented a high tech manufacturer in its sale to a European private equity firm
- Represented large U.S.-based software company in acquisitions/sale of assets in Canada and EU
- Represented large physicians-based group in establishing joint venture with major hospital in India

#### *IP Software & Technology Licensing*

Recent representative matters include:

- Represented a major software developer in negotiations with an international apparel retailer for a multi-year master agreement that provided for the licensing of multiple software products and associated implementation, consulting, and maintenance services - valued at \$50 million
- Assisted software developer in negotiating and preparing series of software license agreements with foreign-based trade associations
- Assisted large software developers in negotiating/preparing international reseller agreements
- Manage international trademark portfolios for several Fortune 500 companies and numerous small and mid-sized companies

- Represented several Norwegian-based entities in global distribution of software
- Represented various companies in resolving disputes involving international trademarks
- Represented U.S. company in connection with purchase of goods subject to international patent infringement claim

*Import/Export, Sanctions, and Related Issues*

Recent representative matters include:

- Represented Ohio-based company in anti-dumping matter involving imports from China
- Defended Minnesota-based company in purchase of alleged gray market goods
- Counseled various clients in transactions/matters involving Cuban, Libyan, Iranian, and other U.S. government sanctions programs
- Counseled Fortune 500 company in addressing Restriction of Hazardous Substances (RoHS) compliance issues in EU
- Counseled various companies, with occasional outside support, in addressing various export control matters
- Regularly provide OFAC and Patriot Act counseling and due diligence assistance/searches
- Counseled various companies in FCPA compliance matters and provided FCPA training
- Defended officer of targeted company in FCPA litigation
- Counseled U.S.-based company in Mexican employee leasing program and warehousing issues
- Represented New Jersey-based manufacturer, with outside assistance, in matters involving International Traffic in Arms Regulations (ITAR) compliance, Iranian trade sanctions, and in preparing for Bureau of Industry and Security (BIS) audit
- Represented manufacturer of dual use products in distribution, corporate, and export control matters
- Represented U.S.-based distributor in litigation against competitors in import/national origin labeling dispute

*Agribusiness*



Recent representative matters include:

- Represent a company that intends to design, develop, and manage community-based energy plants that will generate biofuel, electricity, livestock feed, and other outputs generated from sweet sorghum and other alternative non-food inputs
- Represent a company that provides containerized transportation and marketing services for grain and grain products to Asian and European destinations
- Represented U.S. interests of international farming and agricultural management companies in Europe and South America
- Assisted Dutch multi-national agribusiness company in negotiating supply agreement with Fortune 500 company
- Represented agribusiness shipping company in disputes with customers and other third parties based in Korea and elsewhere
- Represented various agribusinesses in preparing distribution and sales agreements and in related disputes
- Represented U.S.-based fertilizer manufacturer with Indian distribution agreement