

## International

---

Miller Canfield has extensive experience representing clients with their international transactions and disputes. Our global presence and the firm's multilingual lawyers enable Miller Canfield to help our clients navigate international markets and jurisdictions in their international transactions and business operations, including inbound and outbound foreign direct investment, joint ventures, mergers and acquisitions, and commercial transactions. Our firm regularly advises clients on compliance and regulatory matters involving U.S. export controls, customs issues, the Foreign Corrupt Practices Act, and data privacy. The firm also regularly represents corporate clients involved with international and cross-border product safety, intellectual property, and tax issues.

The firm is a member of the Legal Alliance of the Americas, which is composed of market-leading independent law firms throughout North America and South America, and currently brings together more than 400 lawyers in 14 cities across the Americas. Additionally, through our membership in the Employment Law Alliance, we provide our international clients with worldwide resources for workforce, labor, immigration and expatriate matters. And when legal disputes arise, the lawyers in our firm's International Dispute Resolution Group represent clients in courts and arbitration forums around the globe.

We operate offices in Gdynia, Warsaw and Wrocław, Poland; and Doha, Qatar; as well as affiliated offices in Monterrey, Mexico and Windsor, Canada. We also have developed close relationships with law firms in the international commercial and financial centers throughout the world to effectively assist clients.

## Representative Matters

### Transactional

- Represented multiple U.S. 1<sup>st</sup>- and 2<sup>nd</sup>-tier automotive suppliers in connection with their land use right purchase, manufacturing facility construction, and incentive application package in China.
- Represented a U.S. company in the purchase of a 400-employee medical products manufacturing operation in Southern China and in establishing a Hong Kong sales entity.
- Assisted U.S. defense and aerospace sector companies in the implementation of Foreign Military Sales and Direct Commercial Sales programs in Qatar and Poland.
- Represented the underwriters in a \$150 million global depository receipt Rule 144A offering by a leading integrated diamond and jewelry manufacturer and retailer in India.
- Represented a mid-size pharmaceutical company in bankruptcy and restructuring proceeding involving the Indian parent company and its European and U.S. subsidiaries.
- Advised visa strategies for Asian Tier-1 automotive parts company to establish U.S. manufacturing facilities and successfully obtain work authorization and visas for executive, management and specialized support team to join U.S. operations.
- Represented multinational automotive supplier on its \$146 million senior secured revolving credit and term loan credit facility.

## Continued

---

- Advised a residential developer during construction of multi-residential buildings in Poland. Provided legal advice on several development projects, including land acquisition, leasing, permitting, construction and commissioning, sale of residential units.
- Assisted hundreds of Chinese companies to establish U.S. subsidiaries, offices, joint ventures, and alliances.
- Represented multiple U.S. and European companies in connection with their divestment and exit from China, dissolving the companies, handling custom duty assessment, VAT refund, employment layoff, tax deregistration matters.

## Litigation/Arbitration

- Successfully defended numerous Canadian manufacturers in supply chain management disputes, and in agency and distribution disputes, in federal courts located in the United States.
- Successfully defended and prosecuted a \$300 million global mineral rights dispute against a Canadian energy company in U.S. federal court and in an international arbitration seated in the United States.
- Successfully prosecuted in U.S. federal court an \$80 million contract dispute between a Canadian agricultural company and its American joint venturer, obtaining an injunction preventing the transfer of assets to a third party.
- Defended a Mexican car parts manufacturer in a multi-million dollar automotive supply chain dispute. The matter was seated in New York and administered by the ICC International Court of Arbitration.
- Defended a Mexican buyer in a wide-ranging post-M&A dispute with a U.S. seller over business interests located in Europe, Latin America, South America, and the U.S. The matter was seated in New York and administered by the ICC International Court of Arbitration.
- Lead counsel representing Aviation Industry Corporation of China, the largest state-owned enterprise in China, in a lawsuit brought by a company alleging potentially tens of millions of dollars in fees and commissions relating to the sale by General Motors of Nexteer Automotive. The case raised important issues regarding the application of the Foreign Sovereign Immunities Act and involved litigation and argument over four years in federal trial and appellate courts.
- Represented companies investigating and prosecuting international intellectual property poachers and saboteurs. Worked with U.S. and international legal authorities, agencies, and institutions to investigate and prosecute offenders. Counseled companies on timing and substance of parallel civil litigation.
- Defeated multi-million dollar claims against a client, and prevailed on a counterclaim, in a highly complex intellectual property dispute tried in Stockholm, Sweden, under Swedish law and the Swedish Arbitration Act.
- Defended manufacturer and distributor of patented and trade secret dual stage recoverable energy absorption designs used by US and foreign military units.
- Defended an Indian manufacturing company in a \$20 million supply chain management dispute in the United States District Court for the Eastern District of Michigan.
- Successfully defended a \$1/3 billion international arbitration claim involving the largest reserve of brown coal in the world. The reserve was located in New South Wales, Australia. The arbitration was seated in the U.S. and administered by the International Centre for Dispute Resolution.

## Continued

---

- Successfully defended and prosecuted a \$300 million global mineral rights dispute against a Canadian energy company in U.S. federal court and in an international arbitration seated in the United States.
- Defeated a bet-the-division intellectual property claim brought by a Swiss corporation headquartered in the Isle of Jersey, UK, against a U.S.-based engine manufacturer. The arbitration was seated in London and administered by the ICC International Court of Arbitration.
- Successfully defended a German automotive interior manufacturer in a multi-million dollar automotive supply chain dispute. The arbitration was seated in London and administered by the ICC International Court of Arbitration.
- Defeated a multi-million-dollar intellectual property claim arbitrated under the Swedish Arbitration Act. The arbitration was seated in Stockholm and administered by the Arbitration Institute of the Stockholm Chamber of Commerce.
- Defended a Hong Kong corporation in an automotive supply chain dispute seated in the U.S. and administered by the International Centre for Dispute Resolution.
- Defended a Chinese corporation in a \$20 million international automotive supply chain dispute. The arbitration was seated in Singapore and administered by the Singapore International Arbitration Centre.
- Convinced the U.S. Court of Appeals for the Seventh Circuit to order that a terminated distributor's claims under the Illinois Beer Industry Fair Dealing Act be arbitrated in Poland. We then obtained an arbitration award dismissing those claims, which was confirmed by the U.S. courts.

## International Mergers and Acquisitions

- Represented Zhongshan Broad Ocean Motor Co., Ltd., on its \$130 million acquisition of Prestolite Electric (Beijing), Ltd., a Beijing-based Sino-foreign joint venture.
- Represented Kinopolis Group, a Belgian cinema chain, in its acquisition of MJR Digital Cinemas
- Represented FT Providers in sale to CBOE Global Markets.
- Acted as U.S. counsel to Alfred Kärcher, the world leader in cleaning technology such as high pressure washers, in its acquisition of Max Holder GmbH, a market leader in the development of municipal vehicles, advising on all U.S. aspects of the transaction from structure, documentation, labor, tax, and environmental to closing. Miller Canfield worked closely with the Alfred Kärcher's legal teams in Canada, Croatia, Germany, and Italy to ensure a seamless integration of the US portion of the transaction.
- Acted as lead counsel to Carl Zeiss in its acquisition of all outstanding equity of Iantech, Inc. by merger under Delaware law involving multiple earnouts spanning almost a decade. In such capacity the Miller Canfield team advised on all aspects of the transaction including FDA regulatory, CFIUS analysis, and Antitrust filings.
- Acted as counsel to Carl Zeiss in its non-controlling investment in MicroOptx, a privately held company focused on minimally invasive glaucoma surgery (MIGS) devices for surgical treatment of glaucoma. The Miller Canfield team advised on all aspects of the transaction including future controlling acquisition rights.
- Acted as counsel for Zeiss in the development and negotiation of a joint venture with Idea Elan for the development, implementation and commercialization of specialized laboratory microscope and metrology equipment management software and systems. The Miller Canfield team advised on all aspects of the transaction

## Continued

---

including Export Controls and CFIUS.

- Advised client on all aspects of acquisition of IBM Cognos Disclosure Management (CDM), IBM Cognos Disclosure Management on Cloud (CDM on Cloud), IBM Cognos Financial Statement Reporting (FSR), and IBM Clarity 7 products business and operations in United States, Canada and Romania from International Business Machines and concomitant share offering and restructuring and upsize of ABL credit facility.
- Represented Mexican auto supplier Metalsa SA de CV on its \$150 million acquisition of the structural products business from US-based Dana Holding Corp.
- Represented gas turbine engine defense contractor in sale to and acquisition by domestic strategic defense contractor buyer, which included drafting and negotiation of acquisition agreement and ancillary agreements and structuring transaction for compliance with ITAR notification requirements and facility clearance (FCL) compliance under National Industrial Security Program (NISP).
- Represented munitions equipment manufacturer in sale to, and acquisition, by foreign strategic defense contractor buyer, which included drafting and negotiation of acquisition agreement and ancillary agreements and structuring transaction for compliance with ITAR and EAR export controls and mandatory declaration filing requirements under Committee on Foreign Investment in the U.S. (CFIUS).
- Represented foreign defense and aerospace defense contractor in acquisition of domestic defense and aerospace defense contractor, which included drafting and negotiation of acquisition agreement and ancillary agreements and structuring transaction for compliance with ITAR and EAR export controls, Defense Federal Acquisition Regulation Supplement (DFARS), and mandatory declaration filing requirements under Committee on Foreign Investment in the U.S. (CFIUS).