

EUROPE-U.S. CROSS-BORDER

Hodgson Russ provides experienced U.S. legal representation both for European clients with business or personal interests in the United States and for U.S.-based clients doing business in Europe. Our multidisciplinary Europe-U.S. cross-border team advises clients in a wide range of industries, including, among many others, communications, energy, aerospace, food and beverages, life sciences, manufacturing, professional services, and software and technology.

As a full-service law firm, we assist our clients with business interests in Europe in areas that include the following:

- Acquisition and disposition of U.S. entities
- Agency compliance, including with the Federal Communications Commission, Federal Trade Commission, Department of Agriculture, U.S. Patent and Trademark Office, and many others
- Antitrust
- Bankruptcy and international creditors' issues
- Capital market transactions
- Customs and tariff matters
- E-commerce and Internet matters
- Employee benefits
- Entering U.S. and other North American markets
- Executive compensation and estate planning for international corporate executives
- Export control matters
- Financing transactions
- False Claim Act
- Franchise and distribution
- General corporate
- Government contracts
- Government relations
- Governmental investigations
- Immigration
- Insurance coverage disputes

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- Intellectual property, including registration and defense of patents, trademarks, copyrights, and trade secrets
- Labor and employment, including compliance with state and federal anti-discrimination laws and wage and hour actions, and employee classification disputes
- Litigation
- Products liability, including product recall response
- Proposition 65 Compliance
- Real estate, including advising the governments of France and other countries
- Software development, commercialization, and protection
- Taxation (international, federal, state, and local, both planning and dispute resolution)
- Technology transfers and joint ventures
- Wine, beer, and spirits licensing and taxation issues
- White collar criminal defense

Our firm has standing relationships with several European law firms. Their various sizes, locations, and principal activities allow us to work with the most appropriate to assist with our clients' needs. Of further benefit to our clients, Hodgson Russ is a member of the United States Law Firm Group, a network of established U.S.-based law firms, several of which have offices outside the United States and all of which have extensive experience with lawyers and law firms in a number of countries. This network helps provide Hodgson Russ clients with effective assistance in selecting counsel in all of the significant commercial countries in the world.

Experience

Hodgson Russ attorneys represented an industrial ferrosilicon company in connection with its \$200 million-plus sale to an Eastern European conglomerate.

Hodgson Russ represented a Finnish client in the heat transfer industry in connection with the formation of worldwide joint venture company with a Texas corporation. We also represented this client in the subsequent purchase of the entire company. In addition to corporate work, we assisted this client with respect to compliance law and merger compliance matters.

Hodgson Russ was lead counsel for a publicly traded international metal and mining operation in connection with the closing of trade receivables financing facilities of \$300 million. The transactions involved assets and entities based in the United States, Canada, South America, Asia and Europe.

A Hodgson Russ team represented a Finnish HVAC company in its acquisition of Italian-based competitor. Our services included mergers and acquisitions advice and representation in a U.S. Department of Justice post-closing antitrust investigation.

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Hodgson Russ helped a France-based, publicly traded manufacturer of automotive fluid transfer parts complete the acquisition of a Michigan-based automotive parts manufacturer from one of the largest private equity firms in the United States, including handling all employment-related legal aspects of the transaction. As a result of the deal, the French manufacturer now employs 8,000 people in 11 countries with annual projected sales of €620 million, up from €410 million in 2010. Hodgson Russ was the lead firm for the U.S. aspects of this transaction, including advising on the U.S. aspects of a multimillion-dollar acquisition financing package from a consortium of French lenders.

Hodgson Russ attorneys represented France-based Cegedim, a leading provider of databases and software solutions for the health care industry, in a deal reached in March to acquire Dendrite International, a former rival in the pharmaceutical marketing solutions sector. The \$751 million deal was expected to result in a combined company with operations in more than 75 countries throughout Europe, North and South America and Asia Pacific, and with annual revenues of approximately \$1.1 billion. Hodgson Russ assisted with all employment-related legal aspects of the transaction.

Hodgson Russ acts as outside counsel to a Germany-based manufacturer and retailer of luxury consumer products with respect to U.S. distribution law matters.

Counsel to U.S. industrials business in connection with its sale to EU investors.

A Hodgson Russ team led by Joseph P. Goldberg obtained a ruling in favor of a France-based Hodgson Russ client in a suit brought against it by a Georgia-based U.S. company. The U.S. company originally brought suit in the Superior Court of Fayette County, Georgia State Court, alleging breach of contract, breach of express and implied warranties, and breach of implied covenant of good faith and fair dealing when a product produced by our client that the U.S. company purchased for resale to a passport agency allegedly could not be read by the passport readers. Our client refused to return the deposit the U.S. company had paid for the product. Hodgson Russ first had the case removed to federal court before moving to dismiss on several grounds, including a forum selection clause in the contract between the parties granting exclusive jurisdiction to the Commercial Court of Aix-en-Provence in France and lack of personal jurisdiction over our client. In arguing that the Commercial Court of Aix-en-Provence in France was a reasonable forum, our client's motion to dismiss noted that, contrary to the U.S. company's assertions in the complaint, the agreement between the parties was not governed by the Uniform Commercial Code, but instead by the United Nations Convention on Contracts for the International Sale of Goods. The U.S. company thereafter amended its complaint to correct its mistake as to applicable law and simultaneously filed an opposition to our client's motion to dismiss. The U.S. District Court for the Northern District of Georgia granted our client's motion to dismiss the complaint, finding that the evidence presented by Hodgson Russ weighed against the court's personal jurisdiction over our client. The court drew heavily from detailed client affidavits prepared and submitted by Hodgson Russ in deciding that our client did not have sufficient contacts with Georgia to establish personal jurisdiction.

Assisted two separate nations with leasing matters relating to consular spaces in New York City.

Represented a Consulate with the sale of a \$3,600,000 portfolio of consular properties, including negotiating broker agreements, sale agreements and closing.

Represented sponsor-owned European portfolio company in the acquisition of a U.S. manufacturing corporation.

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Assisted a member of the European Union with the purchase of various residential real estate properties for key governmental and diplomatic personnel.

Hodgson Russ acts as special U.S. tax counsel to U.S. shareholders of a large Swiss pharmaceutical company in connection with the acquisition of shares of that company. For this client, we provide U.S. tax planning services and assistance with U.S. tax filings by U.S. shareholders and foreign intermediary entities to avoid potential U.S. withholding taxes, including Form W-8IMY, Form W-8BEN, and Form W-8EXP filings.

Handled real estate and tax-related matters for a member of the European Union, including matters relating to real estate exemptions for consular properties, lease drafting, sales tax collection requirements for sales by bookstores operated as an adjunct to the French Consulate, loss of real property tax exemptions as the result of the leasing of consular property to non-exempt persons, among other issues.

U.S. counsel to sponsor-owned EU industrials business in connection with its sale to a U.S. publicly-traded buyer.

In the News

Gary Schober Gives Insight to Wegmans' Discontinuation of SCAN App
WGRZ, September 15, 2022

In Our Community
WECK 100.5/102.9 FM, June 15, 2019

Enforceability of Wayfair Decision on Foreign Companies Unclear
Tax Analysts, June 28, 2018

Press Releases

Hodgson Russ Attorney Lucek Named Secretary General of the Belgian-American Chamber of Commerce
Press Release, November 27, 2018

Publications

Understanding Collection Options for Lenders Under Article 9 of the UCC
Hodgson Russ Bankruptcy, Restructuring & Commercial Litigation Alert, October 23, 2020

IRS Proposed Regulations on Debt/Equity
Canadian Tax Highlights, May 2016

Obama Budget Proposal Would Provide Relief for Certain Accidental Dual Citizens
Canada-U.S. Cross-Border Alert, February 25, 2015

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Proposed Food Import Regulations Issued Under the Food Modernization Act
Legal & Tax Newsletter, October 9, 2013

Medical Device Excise Tax Liability of Foreign Manufacturers Selling Into the United States
July 2, 2013

Presentations & Events

U.S. Readiness
April 22 - 26, 2024

Introduction to American Term Sheets and Letters of Intent
December 4, 2023

US Readiness Online Immersive 6.0
June 20, 2023

Virtual Bridge Market Entry Program: An Introduction to Liability Risks in U.S. Contracts for Finnish Companies
August 26, 2021

Virtual Bridge Market Entry Program: Data Privacy, Cybersecurity, and Protecting Technology
April 29, 2021

Virtual Bridge Market Entry Program: Legal Issues in Financing, M&A, and Fundraising
April 28, 2021

Protecting your Technology and Brand when Doing Business in the US
April 12, 2021

Virtual Bridge Market Entry Program
December 9, 2020

Banking Options for Your US Subsidiary
December 8, 2020

Insider Scoop: Get the latest on the US immigration policies and changes
December 7, 2020

