

Overview

You require timely legal advice to bring a new food and beverage product to market and respond to issues related to product development, protection of intellectual property, consumer claims, product life cycle, sales and distribution, marketing and promotion, an ever-changing regulatory environment, increasing pressure from regulatory authorities, brand positioning as well as financing international operations. Dentons understands that a global market and technology advancements create new challenges and we can help you to address these issues and challenges in your local markets and worldwide.

With a long heritage of servicing the food and beverage sector, Dentons can help you structure agreements such as marketing, product and recipe licensing, and outsourcing agreements; protect intellectual property; limit liability; control channels to market; create advertising and promotional campaigns; ensure conformity with regulations worldwide and cost-effectively resolve disputes whether with suppliers, distributors, vendors, competitors or regulatory authorities. Furthermore, Dentons has the transactional experience to advise you in buying and selling food and beverage businesses relating to consumer brands, food service and retail stores.

We work with your management teams, business units, engineering and accounting professionals to optimize your resources and opportunities.

With an extensive network of contacts with government members and staff in many jurisdictions, Dentons can advance priorities and engage on issues affecting your business operations.

We can assist with any of the following:

- Protecting your trade secrets and intellectual property
- Licensing intellectual property
- Improving supply-chain reliability through performance guarantees and outsourcing strategies
- Weighing your legal risks on calls for tender, terms of sale and warranties
- Protecting your margins from supplier and customer pressure, changes in specifications and delays or refusals to take delivery of products
- Negotiating sales terms, including long term and special pricing agreements, exclusivity, private label and OEM sales
- Changing distribution channels while limiting transition costs and litigation risk
- Managing environmental issues
- Ensuring regulatory compliance

Look to Dentons to understand your challenges and objectives and to help you move ahead of your competition.

Areas of focus include:

- Beverage Alcohol

Representative Experience

- **One of the largest US beverage manufacturing companies:** Representing in a dispute with a competitor regarding the illegal usage of its trade marks in the production and distribution of non-alcoholic drinks in Russia.
- **Bacardi and Company Limited:** Advising on their intellectual property/trademark, design, unfair competition matters in France, Russia and CIS, and coordinating a new bottle clearance in more than 16 countries, before their worldwide launch. The global set-up of this process was very challenging from a strategic point of view; therefore, our assistance was a crucial part in the success of the new product.
- **Cadbury Schweppes:** Advising the world's second largest confectionary company in its purchase of Intergum Gida, a leading Turkish manufacturer of chewing and bubble gum products and brands.
- **European Refreshments / The Coca-Cola Company:** Representing European Refreshments, a wholly-owned subsidiary of The Coca-Cola Company, on acquisition of Nidan Juices, the fourth largest juice producer in Russia, from Lion Capital, a UK-based private equity fund. This acquisition will strengthen the Company's commitment to Russia and exemplify its continued investment.
- **Goody's Family Clothing Inc.:** Representing leading global consumer goods company as one of the largest Chapter 11 Trade Creditors.
- **Hain Celestial Group:** Representing as plaintiff asserting trademark, trade dress, and trade secret claims for frozen-confections business. Following our application for preliminary injunction and expedited discovery, we obtained a favorable settlement requiring payment to our client and precluding further infringing and unlawful acts.
- **IK Investment Partners:** Advising a portfolio company of IK Investment Partners on the acquisition of Fruktus Kowalczyk Sp. z o.o., one of the market leaders in preserves and ready-made sauces in Poland. The acquisition strengthened Agros Nova's position as one of the largest processors of fruit and vegetables in Poland.
- **International entertainment and visual effects companies, manufacturers, restaurant chains, and marketing and energy companies:** Advising and coordinating the Canadian immigration process including applications for business visitors, work permits, permanent residency, and criminal inadmissibility applications for various international companies.
- **Kraft Foods Group, Inc.:** Advising on the Canadian pension and benefit work on an ongoing basis and during a spin-off involving a series of global transactions designed to separate the grocery and snack businesses and operations of their North American grocery business. As part of the spin-off, Kraft Foods Inc. is changing its name to Mondelez International, Inc. and effective October 2, 2012, Mondelez and Kraft Foods Group are now separately listed for trading on The NASDAQ Global Select Market.
- **Multinational dairy products corporation:** Advising and assisting the second largest dairy products group in the world and the second largest food products group in France on all tax aspects of its acquisition policy across Europe with special focus on the markets in Germany, France and Poland. Among the different specific services, our tax lawyers mainly focused on tax structuring work, an in-depth tax due diligence, financing schemes and Transfer Pricing schemes.
- **PepsiCo Inc.:** Providing ongoing advice in regards to Canadian pension and benefits matters including quarterly meetings with their management team to advise on the governance of multimillion dollar employee benefit plans.
- **R-Capital:** Advising a leading turnaround investment specialist in successfully completing a deal which resulted in saving many jobs. R-Capital invested in and acquired the businesses and assets of Westler Foods Limited. Westler Foods is a Malton-based food manufacturer which produced canned products and pouched food products for brands including Westlers, Multi Menu, Tyne, BigMex, Chesswood, Wayfayrer, Military Rations, and Compleat. The company had been badly affected by the economic downturn after experiencing significantly reduced revenues and difficult trading conditions over the last two years. As a result, Westlers Food Limited had to be bought out of administration. Our lawyers combined their experience across a number of practice areas to deliver the best solution for R-Capital.
- **Samba Financial Group, Samba Capital & Investment Management Company:** Representing Saudi Arabian banking firm with respect to syndicated loan facilities relating to the acquisition by The Coca Cola Company of a stake in certain Aujan Industries group companies. Our services included drafting and documentation of all finance documentation and extensive due diligence on Aujan's Saudi Arabian assets.
- **Sara Lee:** Representing a US-based food and beverage manufacturer in numerous sales of business as part of its strategy split of Sara Lee into two companies. We also worked with the European-based beverage side of the

company in its purchase of the premium tea company Tea Forte, the first US acquisition by the new group.

- **Multinational soft-drink manufacturer:** Advising in France and Azerbaijan on all of their trademark, design infringements and unfair competition matters. The team is also in charge of trademark customs seizures for the client.