

Overview

Global political, regulatory and legal environments are increasingly complicated and subject to rapid, and often unexpected, change. Without deep and meaningful expertise in international law, politics and policy, your organization's international strategy could be destined to fail even before it can be implemented.

Our team serves as a trusted advisor when you're looking to expand your reach, solve problems and manage risks in the global marketplace. The sensitivities surrounding international transactions become even more pronounced when issues related to compliance with US asset controls, export control requirements or foreign investment reviews are implicated. Our team of legal and policy experts assist clients in navigating the pre- and post-transaction notifications under the Exon-Florio statute, establish appropriate review methodologies to assess the providence of engaging the Committee on Foreign Investment in the United States (CFIUS), and ensure that any transaction that could implicate a CFIUS review is appropriately diligenced. Our team has advised on acquisitions in a variety of contexts, from international mergers to asset purchases and spin-offs. We have developed specific expertise in addressing the unique circumstances of acquisitions involving sensitive or export-controlled technologies, and emphasize integration with the deal team as a hallmark of our work.

We are proud to offer clients a team specializing in international trade that is also integrated with our Public Policy and Regulation practice, a characteristic central to our approach in national security reviews. An additional advantage we offer clients is our global footprint that includes strong teams in Brussels, Beijing, Shanghai and other regions where local presence can often facilitate improved response time and more efficient representations of foreign acquirers. We also offer a wide range of language capabilities in our Washington, DC office, which provides similar benefits. Industry sectors in which we have direct CFIUS and foreign diligence/transaction expertise are the following:

- Aerospace (including ITAR controlled technologies)
- Mining and energy development (including managing proximity issues related to DoD facilities)
- Automotive (including ITAR technologies and other controlled items)

Our experience involves formulating mediation plans, addressing divestiture strategies and options for mitigating control concerns, identifying and advancing security plans and managing required disclosures under such mitigation orders, as well as successful clearance of transactions.

Use our critical insights and legal experience to navigate complex transactions, exports and investments. Our team of lawyers and policy professionals include former trade negotiators, White House/National Security Council staff, business executives, senior staff of the US Department of State, officials from the Export-Import Bank, the US Department of Treasury, US Department of Commerce, and senior congressional and political aides.

Representative Experience

- **Consortium of Chinese syndicated investors:** Led the CFIUS team charged with clearing the acquisition of nearly 100 individual oil and gas leases in Texas. Involved complex diligence, security mitigation measures and transactional structuring advice to the client.
- **Sumitomo Bakelite Co., Ltd:** Advised on CFIUS issues in the US\$265 million acquisition of Vaupell Holdings, Inc.,

a global leader in highly engineered thermoplastic and composite products for the aerospace, defense, medical and commercial markets, from Miami-based private equity fund H.I.G. Capital.

- **Saka Energi Fasken LLC:** Advised a subsidiary of PT Saka Energi Indonesia, an Indonesian state-owned upstream oil and gas entity, on CFIUS issues in the US\$175 million acquisition of a 36 percent working interest in the Eagle Ford and Olmos shale formation rights to approximately 8,300 acres in Webb County, Texas.
- **Wasserstein & Co., LP:** Advising on CFIUS issues in connection with its acquisition and related financing of Globecom Systems, Inc., a leading communications solutions provider, for US\$340 million.
- **Exchange Income Corporation:** Advised a public Canadian company with operations in the industrial products and transportation sectors, on CFIUS issues in connection with the acquisition of Regional One, Inc., a privately-owned company that provides aircraft and engine aftermarket parts to regional airline operators.
- **Connell Limited Partnership:** Advised on CFIUS issues in its sale of America's largest maker of die components, Dayton Progress Corporation, and its components business (AD Components Business) of The Anchor Danly Company, to MISUMI Group Inc. for ¥15.6 billion (US\$200 million).
- **Tokyo Electron Limited:** Advised a leading manufacturer of semiconductor manufacturing equipment, on CFIUS issues in connection with its acquisition of FSI International, Inc., a leading provider of cleaning and surface preparation equipment, for US\$252.5 million.
- **SAP AG:** Advised on CFIUS issues in its US\$4.3 billion acquisition of Ariba, Inc.
- **SAP AG:** Advising on CFIUS issues in its acquisition of Tropos Networks Inc., a Silicon Valley-based company that develops and markets wireless technologies and products for distribution area communication networks.
- **SAP AG:** Advised on CFIUS issues in its acquisition of Syclo, a leading provider of enterprise mobile applications and technologies.
- **SAP AG:** Advised on CFIUS issues in its acquisition of SuccessFactors, the market-leading provider of cloud-based human capital management solutions, for US\$3.4 billion.
- **Alcatel-Lucent:** Advised on CFIUS issues in its sale of its Genesys business to Permira for US\$1.5 billion.
- **SunPower Corporation:** Advised on CFIUS issues in the completion of the US\$1.4 billion tender offer by Total for up to 60 percent of SunPower's outstanding Class A Common Shares and 60 percent of SunPower's outstanding Class B Common Shares at a price of US\$23.25/share for each class.
- **Q-Free SA:** Represented Norwegian company before CFIUS and DDTC regarding its acquisition of Open Roads Consulting, Inc.
- **Idemitsu Kosan Co., Ltd.:** Represented before CFIUS in its indirect acquisition from SAM Holdings Ltd. of a 33 1/3 percent interest in Petrogas Energy Corp., a Canadian company specializing in energy supply, logistics and marketing with operations in Canada and the US, for CA\$440 million (US\$400 million).