



CROSS-BORDER M&A GROWTH AND RISK

KELLEY
DRYE



Contents

Foreword	3
Executive summary	4
Overview of M&A Market	5
The US’s growing transactional relationship with Brazil, India and China	6
Cross-border M&A: Brazil and the US	8
Cross-border M&A: China and the US	16
Cross-border M&A: India and the US	24
Deal strategy and approach	33
About Kelley Drye	34
About mergermarket	37

Foreword

In Q2 and Q3 2012, Kelley Drye commissioned mergermarket to interview corporate executives in the US and key emerging markets about their plans for cross-border M&A. Respondents were asked a series of questions about the main opportunities and risks of investing in these different markets. Questions regarding primary goals and major obstacles frame this analysis. While the report is divided into sections examining each country, some of the overarching findings are highlighted below.

As the chart shows, there are many similarities in drivers and goals, but differences in risks and execution. On balance, while there is a tone of optimism and confidence, there are undercurrents of caution and reticence which reflect both those risks and the current economic and political environment.

SUMMARY OF FINDINGS

	TARGETING THE EMERGING MARKETS	TARGETING THE US
PRIMARY BUSINESS GOALS	Production expansion Customer base expansion	Production expansion Market share expansion
REASONS TO ENTER	Economic growth Industry growth	Favorable foreign investment policy Market size and opportunity
MAJOR CONCERNS	Regulatory environment Corruption Culture compatibility	Saturated markets Currency exchange fluctuations FCPA and over-regulation
PRIMARY OBSTACLES	Foreign direct investment and tax regimes	Valuation metrics

Executive Summary

Through our interviews with corporate executives based in the US, Brazil, India, and China, we find that the extraordinary growth potential attainable through cross-border M&A often involves unique risks and complications in each country and for each participant. While cross-border success can offer expansion opportunities not found domestically, inadequate focus on the legal, cultural, and other M&A-related obstacles significantly increases the chance of costly deal failure. In our survey's results, we highlight the attractions and challenges between the US and the world's top emerging markets.

US companies targeting emerging markets for untapped markets, economic growth

The emerging markets are providing the opportunity for rapid growth as compared to other countries that are experiencing a prolonged period of slow or stalled growth. As the US struggles to regain its pre-recession speed, many companies are looking to Brazil, India, and China as the top targets. Growing middle classes with increasing purchasing power have provided untapped markets for many US products and services.

Brazil, India, and China finding favorable foreign investment policy in the US

In the last decade, companies based in the emerging markets have experienced significant success with the growth of each respective country's economy. In seeking global expansion, these companies are increasingly looking toward the US for deals thanks to a clear and open foreign investment regime.

Legal, regulatory issues affecting emerging market deal-making

US-based companies are finding the legal and regulatory environment in the emerging markets difficult when looking to complete deals, according to 80% of respondents. More specifically, the complexity of the legal, tax, and financial reporting regimes and the enforceability of laws and contracts in India and China, in particular, are main concerns of US companies. Corruption is also a concern.

Typical deal terms in the US slowing down incoming deals from emerging markets

Respondents from Brazil, India, and China are concerned with differences in valuation metrics which they say often lead to gaps between buyers and sellers. Additionally, regulatory complexity and changing rules are making the process complicated.

Overview of M&A Market

What are the drivers?

- Earnings and cash balances are still strong.
- Companies are focused on generating growth and globalization is increasing international exposure.
- Valuation gaps have narrowed, but market volatility, the European crisis and the US fiscal cliff are significant deterrents.
- Financial buyers have slowed.
- For potential sellers, the IPO alternative has diminished so M&A is often the only viable exit.

As a result, cross-border deals are a larger percentage of all deals and offer many opportunities.

Companies seeking to reposition themselves as markets evolve are engaging in spin-offs and other restructurings as well as M&A.

Earnouts are key to bridging valuation gaps, but the issues are complex.

- Payment calculation and timing.
- Triggering events.
- Management control or operating commitment by the buyer.
- Acceleration of payment for changes in control, divestitures, terminations and other events.
- Financial statement impact.

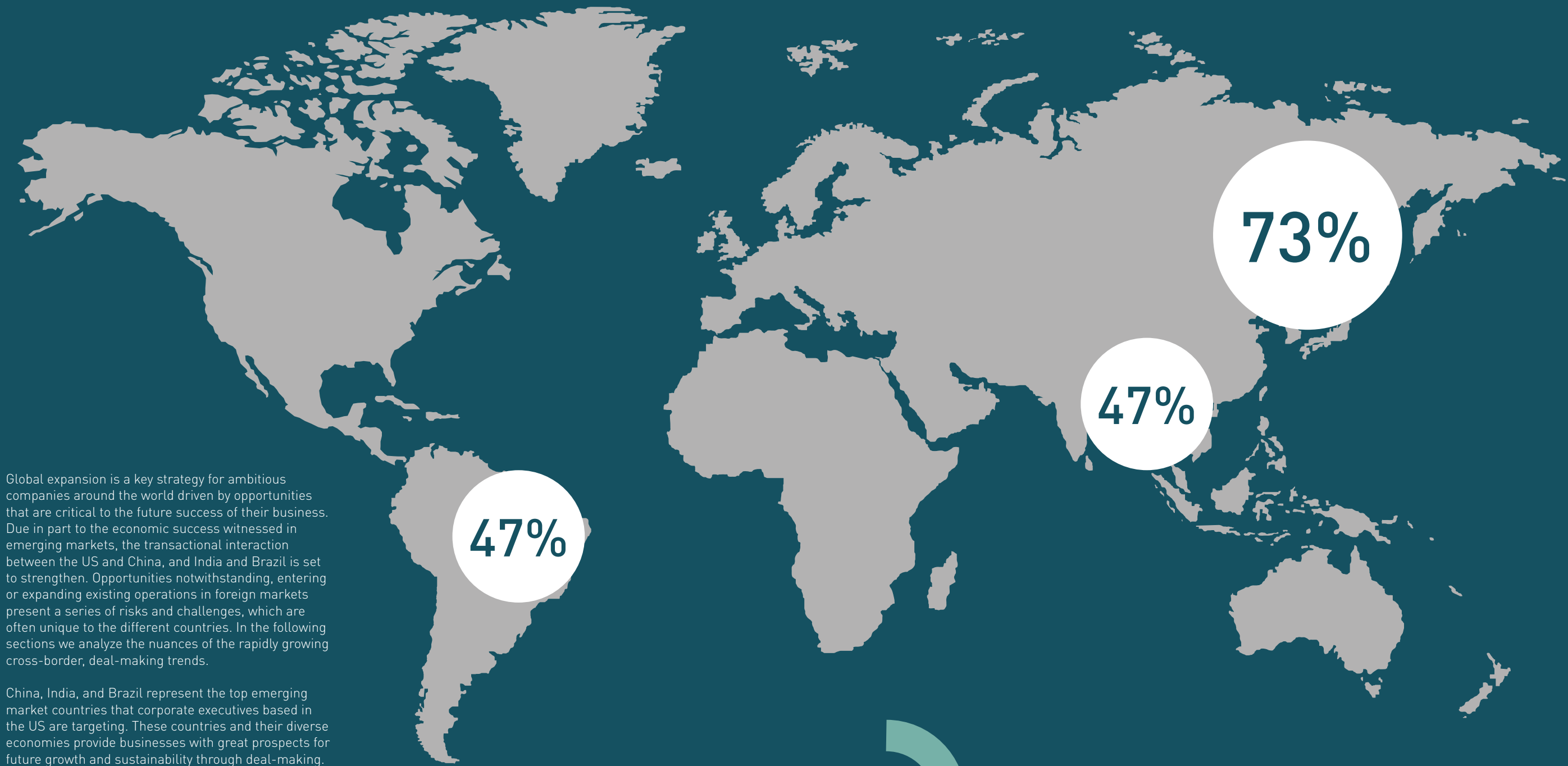
What deal issues are becoming more prominent?

- FCPA, UK Anti-Bribery Act and similar concerns.
- CFIUS and national security concerns.
- Offensive and defensive uses of IP protection and leakage.
- Counterparty decision making timing and process.
- Cultural and geopolitical misinformation.
- Due diligence adequacy and financial statement accuracy and transparency.

Experienced legal counsel is key to bridging the gap. Taking into account globalization and making a comparative analysis of the economies of Brazil, India, and China versus developed economies, it is clear that China, Brazil, and India will remain at the top of economic growth for the next 50 years. Indeed, many analysts forecast that China, India, and Brazil will continue to be at least the second, third and sixth largest economies in the world in the next 50 years.

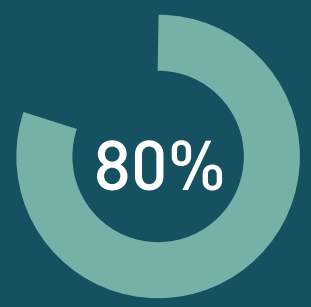
The US's growing transactional relationship with Brazil, India, and China

Figures indicate percentage of US-based firms considering Brazil, India, and China as being home to likely cross-border M&A targets



Global expansion is a key strategy for ambitious companies around the world driven by opportunities that are critical to the future success of their business. Due in part to the economic success witnessed in emerging markets, the transactional interaction between the US and China, and India and Brazil is set to strengthen. Opportunities notwithstanding, entering or expanding existing operations in foreign markets present a series of risks and challenges, which are often unique to the different countries. In the following sections we analyze the nuances of the rapidly growing cross-border, deal-making trends.

China, India, and Brazil represent the top emerging market countries that corporate executives based in the US are targeting. These countries and their diverse economies provide businesses with great prospects for future growth and sustainability through deal-making. Illustrated by an 80% response, M&A activity between these three markets and the US will likely rise over the next few years.



80% of respondents expect M&A between the US and emerging markets to increase

Brazil



Cross-border M&A: The US into Brazil

Latin America has placed itself among the most important economic regions by taking advantage of abundant natural resources to induce rapid growth across industries like energy, food and commodities. Brazil leads the charge within the region and is a top priority for acquisitions by US deal-makers.

Brazil has a more favorable foreign investment policy when compared to China and India, according to respondents. The culture of the private sector and entrepreneurship in Brazil, respondents say, is what attracts investors and businesses based in the US. M&A in Brazil has become part of the primary strategy.

“Exploiting foreign market opportunities and accessing scarce resources to achieve economies of scale are some of the important aspects considered in targeting emerging markets. We want to gain market power, redeploy assets, exploit our technical knowledge and increase shareholder value.”
-Head of operations, US-based pharmaceuticals company

Obstacles US companies face in Brazil often relate to its regulatory environment. Respondents view Brazil’s legal system as unreliable and prone to corruption. Attempts toward improvement have been made, most recently, for example, by the Brazilian antitrust regulator, CADE, which has moved to a pre-merger approval process over

the previously more difficult post-merger framework. The regulatory environment still has plenty of room to develop, respondents suggest.

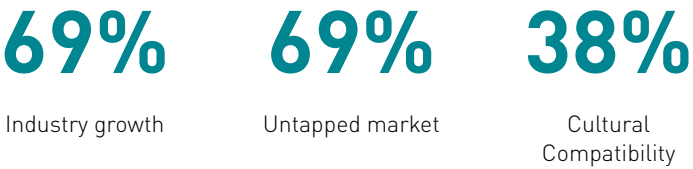
Other obstacles US M&A practitioners face are typical throughout the emerging markets. The top due diligence obstacles, reliability of information and counterparty decision-making, are also top concerns for respondents entering Brazil as well as China and India. Quality of financial numbers and reports are often in question, mentions one respondent, while another explains the risk of changing deal terms:

“Targets in emerging markets are very competitive as bidders from across the developed markets are eyeing them. Sometimes the targeted party will make a swift decision and cancel the deal when they receive a [more] attractive offer.”
-Director of finance, US-based agriculture company

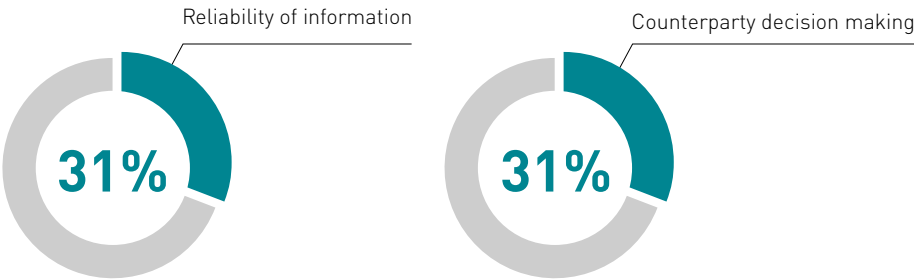
Despite the risks, deals between the US and Brazil are gaining traction. Successful deal-makers favor strategies that include local partnerships and government sponsored insurance. And with more steps toward clearer and more foreign friendly regulation taken by the current Brazilian administration, the relationship between Brazilian and US businesses is sure to strengthen.

44% plan to engage in M&A in Brazil within **1 to 2 years**

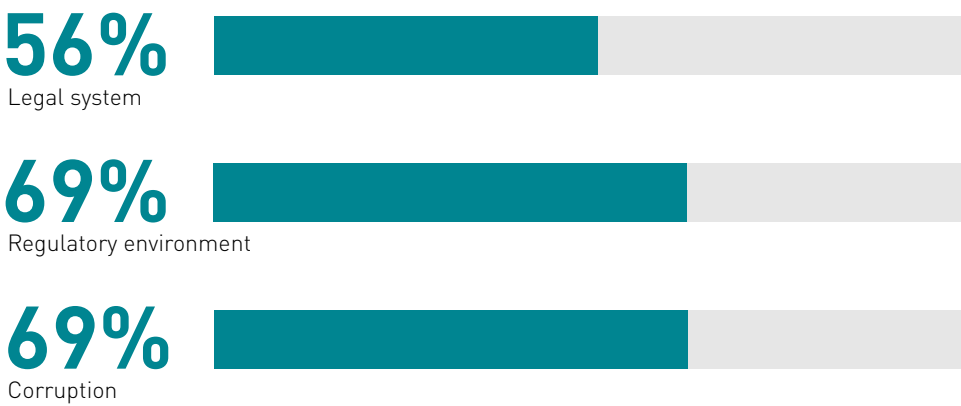
TOP REASONS TO TARGET COMPANIES IN BRAZIL



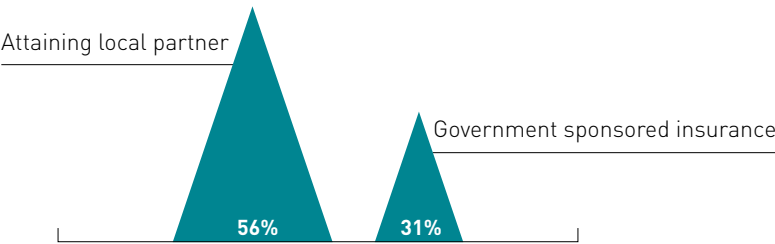
TOP PERCEIVED DUE DILIGENCE OBSTACLES IN BRAZIL



TOP M&A ISSUES IN BRAZIL



EFFECTIVE STRATEGIES FOR MITIGATING RISK IN BRAZIL



Cross-border M&A: Brazil into the US

With its advanced industries, resources and technology, the US remains home to attractive targets for the high growth emerging markets despite a slow moving economy. Globalization and improving trade relations are also making cross-border transactions more feasible. Brazil, which has recently overtaken the UK as the sixth largest economy, has many attractive companies that are eager to expand abroad, particularly into the US. Brazilian companies are more bullish than their Chinese and Indian counterparts, as they plan to make their move into the US in the next one to two years. In their effort to attain the top goals of product and market share expansion, respondents highlight the importance of accessing technology in the US:

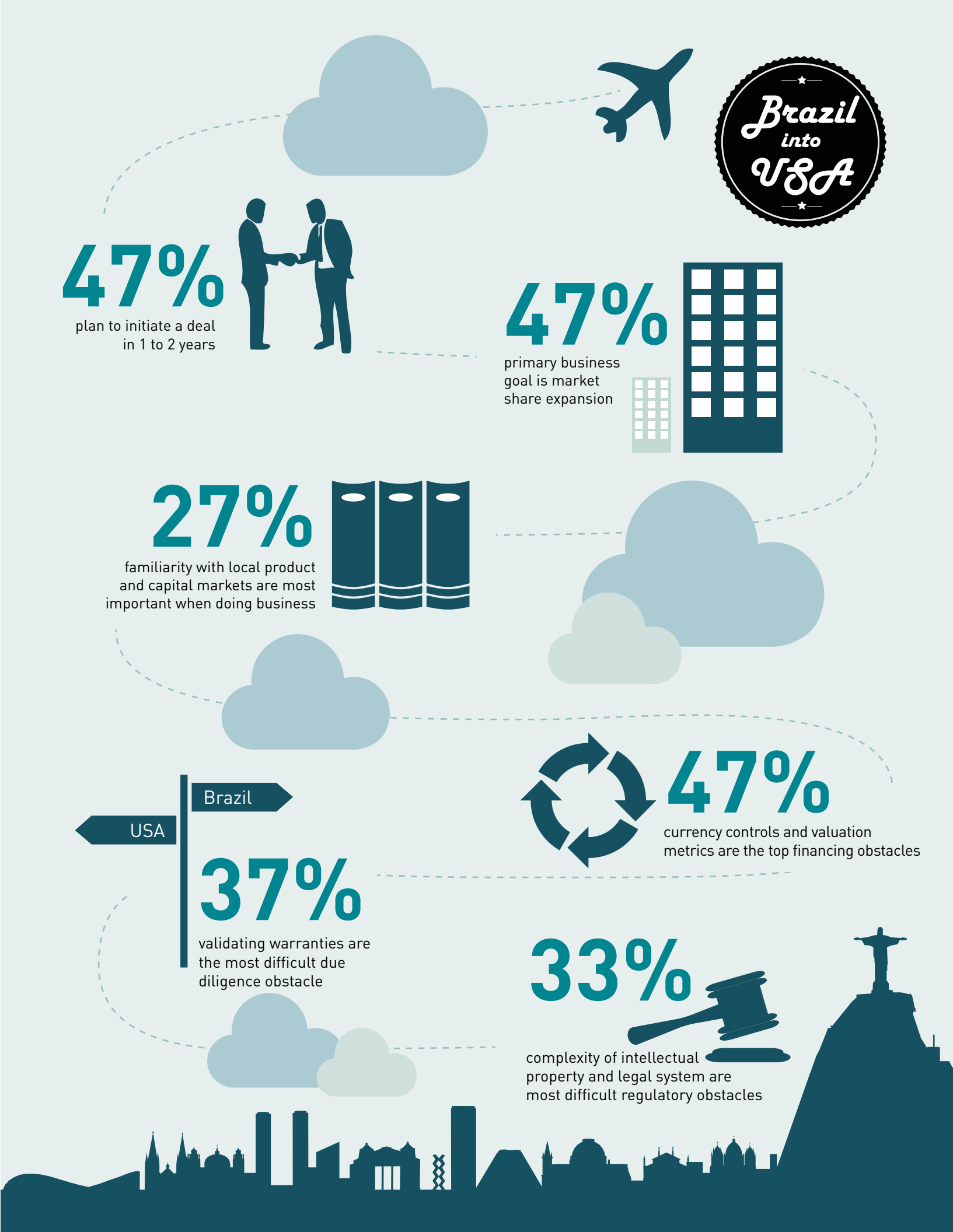
"Acquisitions are very important for us to improve our technology and management to stay competitive."
-Head of investor relations, Brazil-based industrials company

"Cross-border M&A has been important to rapidly expand manufacturing capacity to access special technology and manufacturing expertise."
-Controller, Brazil-based manufacturing company

Brazilian corporate executives point to the favorable foreign investment policy which makes the US a top priority, and as one respondent explains: "Acquiring in the US strengthens our global presence."

Saturated markets in the US is a primary concern for some industries. In particular, the consumer and retail sector in the US have many Brazil-based businesses focusing on growth at home and in other emerging markets. Respondents also highlight the current weak economy, which makes completing a deal difficult.

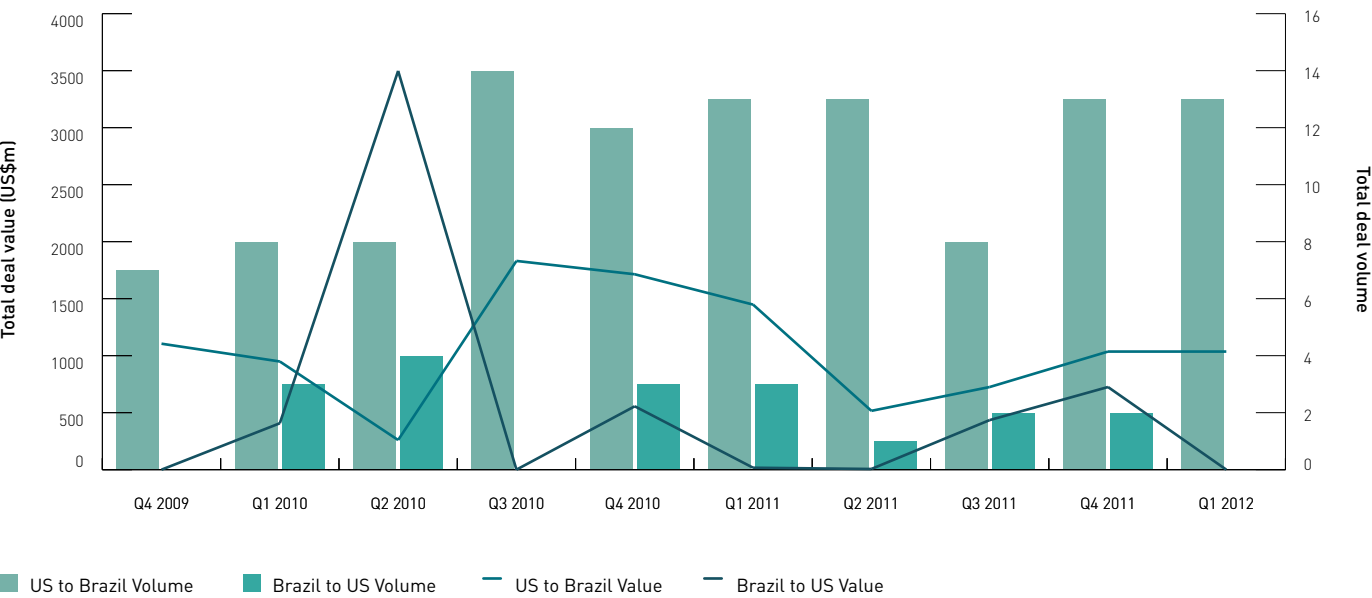
As in all cross-border transactions, the deal-making process differs from the home country. Brazilian respondents find the legal system in the US, as well as the intellectual property and patent laws, particularly complex. They stress the importance of understanding such regulations, especially when access to technology is such a driving force. Understanding banking processes and procedures is the top financial concern, followed by the cost of regulatory compliance. They also stress the importance of familiarity with capital markets.



TOP 5 DEALS BETWEEN THE US AND BRAZIL (6/30/2011 - 6/30/2012)

Announced Date	Target Company	Target Dominant Country	Sector	Bidder Company	Bidder Dominant Country	Deal Value US\$ (m)
05/24/2012	Yoki Alimentos S.A.	Brazil	Consumer	General Mills Inc	USA	954
6/29/2012	Pasadena Refining Systems Inc. (50% Stake)	USA	Energy	Petroleo Brasileiro S.A.	Brazil	821
05/10/2011	Hayes Lemmerz International, Inc.	USA	Manufacturing	lochpe-Maxion S.A.	Brazil	725
07/14/2011	Cetip S.A. (12.44% Stake)	Brazil	Financial services	Intercontinental Exchange, Inc.	USA	512
11/01/2011	Grupo Mabel	Brazil	Consumer	PepsiCo Inc.	USA	474

BRAZIL AND US CROSS-BORDER M&A ACTIVITY



We were surprised that the #3 reason for targeting a Brazilian company was cited as “culture” while, at the same time, 31% conclude that “counterparty decision making” (a cultural subset) is a key deal obstacle. From our experience, this is the #1 impediment to a successful M&A deal in any emerging market country. Cultural compatibility is more than linguistic tolerance. It encompasses a host of subjective emotions and expectations.

This is a cross-border issue. Brazilians entering the US find our “addiction” to transparency and financial statement disclosure to be, sometimes, overwhelming and complex. While US companies entering Brazil for the 1st time are perplexed by the apparent “casual” nature of business practices.

– Kelley Drye

China



Cross-border M&A: The US into China

After being crowned the world's second largest economy, China is a primary focus of many of the world's most prominent companies. Urbanization and a large young working population have created incomparable potential, especially in the last decade, according to US-based respondents. With massive economic growth and abundant resources and technology, China is the market best suited to achieve economies of scale.

China's launchpad to profits, however, is filled with its own complex barriers. A respondent explains:

"M&A involving China can be a very difficult process as it involves handling a significant number of legal entities and is governed by tough local rules."
-Head of operations, US-based consumer products company

Another respondent puts corruption, antitrust and trade protectionism as key concerns for deal-making in China. Legal and regulatory regimes maintain their old ways, leading to heavy government intervention. The imbalance between social and political culture is very wide and is a deterrent, according to the respondent.

"Lack of information about the legal system could lead to deal deadlock. A partial understanding of all parameters poses a risk of failure."
-Head of operations, US-based consumer products company

A prospective deal's success increases exponentially with local support. A local partner can ensure correctness prior to commencement and a resulting favorable outcome.

With all its strengths, deal-making in China is a long way from being an easy process for US companies. As economic and trade policy continue to evolve, the importance of China-focused specialists grows.

57% will initiate a deal after 2 years

TOP REASONS TO TARGET COMPANIES IN CHINA

64%

Abundant
resources and
technology

84%

Economic growth



64%

Culture compatibility is a primary concern in China

EFFECTIVE STRATEGIES FOR MITIGATING RISK IN CHINA

Attaining government support

Termination rights in transaction documents

60%

60%



36%

agree regulatory compliance
is most difficult in financing

Cross-border M&A: China into the US

Like their US counterparts, the majority of Chinese companies looking to acquire in the US will likely wait at least two years. They have set sights on the US market to build strong popularity and supply chains for their products' expansion, but will wait to monitor the economic outlook—a primary concern for 53% of respondents.

Several respondents note the geographical attractiveness of the US - its ability to act as a springboard to neighboring regions:

"The US is a very important market if you want to capitalize on the whole of America. A US presence gives you the ability to target all of North America and South America which is difficult sitting back in China."
-CEO, China-based manufacturing company

While processes are perceived to be more straightforward in the US, obstacles remain for companies based in emerging markets seeking deals. Keeping up with the Dodd-Frank Act's slow progress of regulatory reform has added strain to deal financing in the US, which is the main concern for the plurality of China-based respondents.

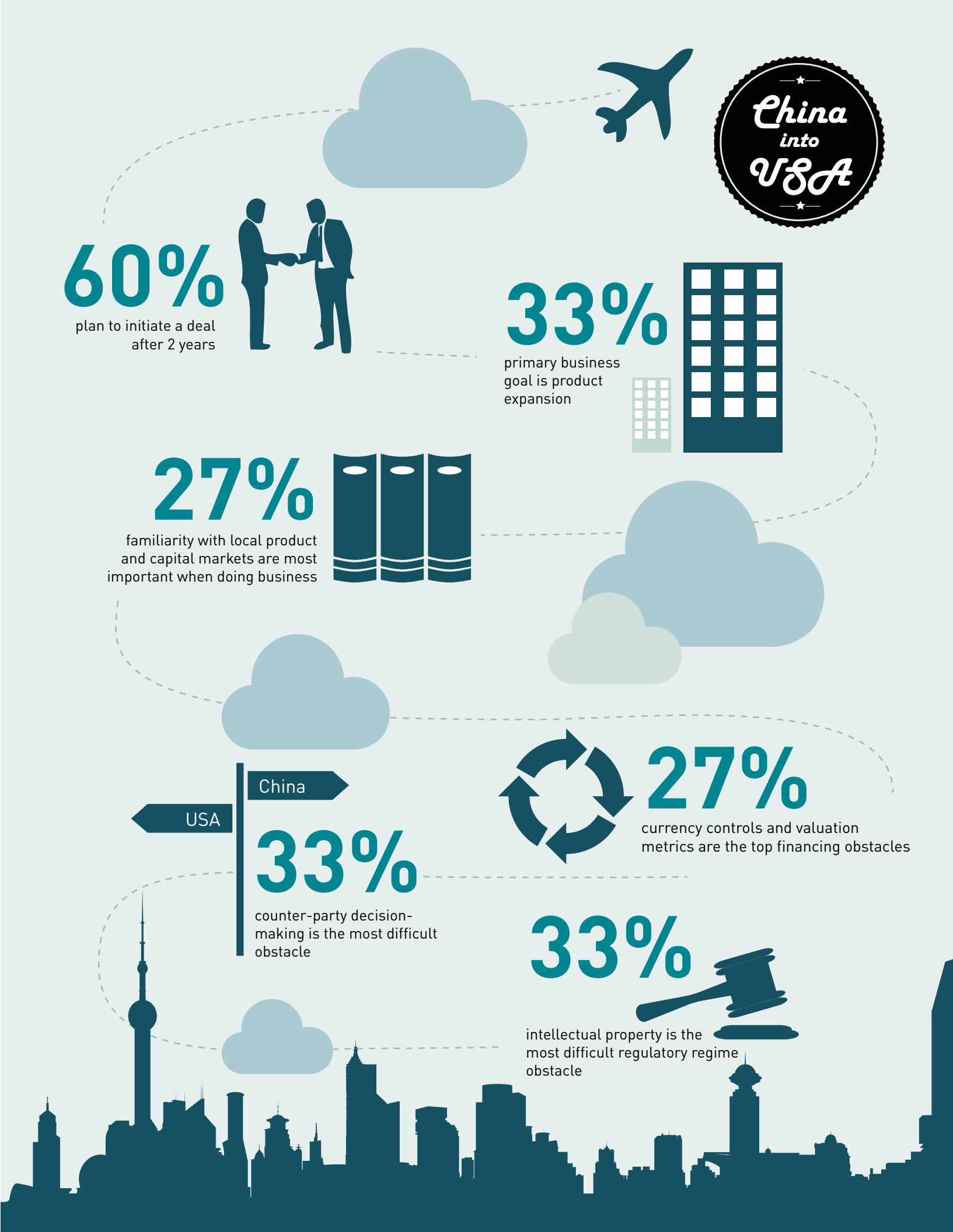
Respondents operating in the pharmaceutical sector highlight regulatory obstacles, particularly mentioning the strain that drug and patent regulation has placed on their industry.

"Normally, the regulatory environment is favorable for foreign investors in the US, but is a serious obstacle when considering the pharmaceutical industry. [As a result], raising capital also becomes an issue."
CEO, China-based manufacturing company

China-based respondents also acknowledge the potential difficulty of cultural compatibility, with 60% saying this is a top concern when acquiring in the US. "This variance is business culture. And if not understood, it will cause integration issues."

With two-thirds of respondents expecting cross-border M&A to increase in coming years, it is essential for companies to learn how to minimize these risks. One corporate executive advises:

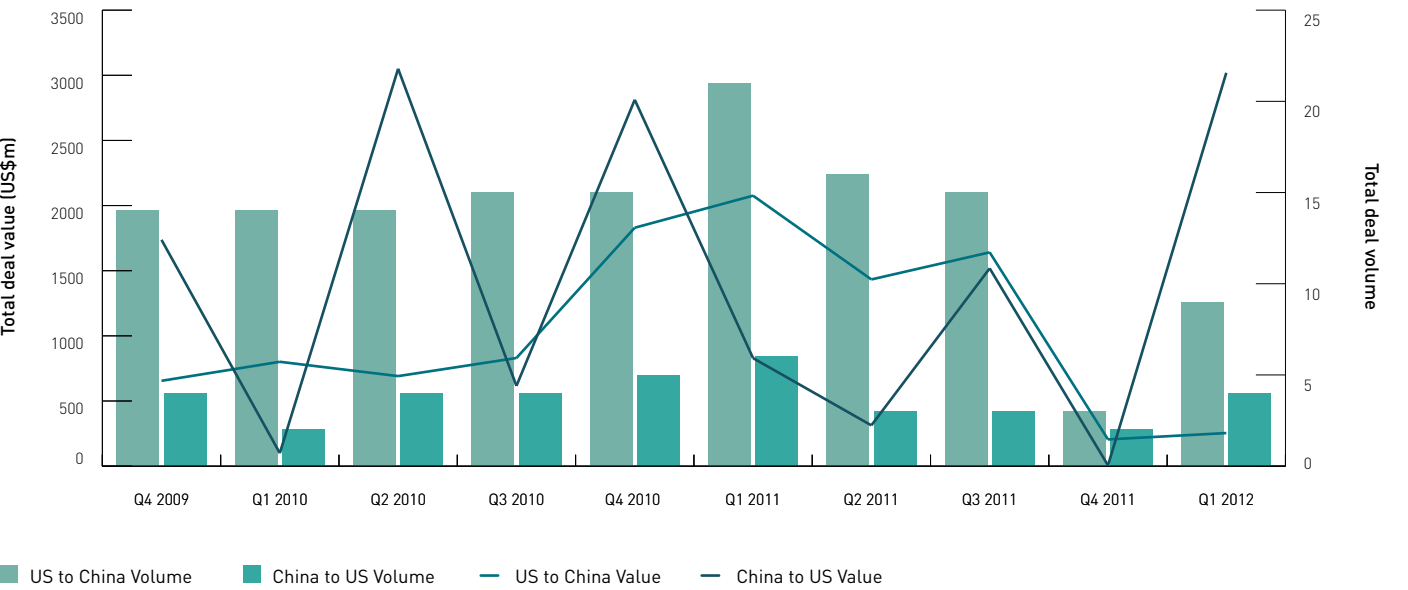
"A local partner can resolve many of the issues and will also help in establishing a better marketing and distribution channel. Their knowledge of the local market is very useful in identifying the consumer interest."
-Managing director, China-based consumer retail company



TOP 5 DEALS BETWEEN THE US AND CHINA (6/30/2011 - 6/30/2012)

Announced Date	Target Company	Target Dominant Country	Sector	Bidder Company	Bidder Dominant Country	Deal Value US\$ (m)
05/20/2012	AMC Entertainment Inc.	USA	Leisure	Dalian Wanda Group Corporation Ltd.	China	2600
01/03/2012	Devon Energy Corporation (33.3% stake in five US oil and gas projects)	USA	Energy	Sinopec International Petroleum Exploration and Production Corporation	China	2500
07/15/2011	International Mining Machinery Holding Limited	China	Industrials	Joy Global Inc.	USA	1397
08/01/2011	Diamond S Shipping, LLC (Undisclosed Stake)	USA	Transportation	Fairfax Financial Holdings Limited; WL Ross & Co.; First Reserve Corporation; PPM America Capital Partners LLC; China Investment Corporation; Morgan Creek Capital Management, Llc	China	1000
05/07/2012	China XD Electric Co., Ltd (15% Stake)	China	Industrials	General Electric Company	USA	536

CHINA AND US CROSS-BORDER M&A ACTIVITY



China – perhaps no other single country evokes such strong and visceral responses - so tempting, so dynamic and, at the same time, so bewildering. In our experience, a majority of the respondents “got it right” when they flagged attaining Government support as a key factor in mitigating risk in China. This is the #1, #2 and #3 priority when entering that country. But how to do it? We believe that it starts at the provincial or municipal level (for tier 2 and tier 3 cities). These cities have a designated unit that will assist in establishing and maintaining the more senior governmental relationships.

China’s economy has recently slowed down, but the GDP growth rate is still one of the highest in the world. Coupled with more legal reforms in intellectual property and commercial regulations, China will remain a strong destination for foreign investment for years to come. Many companies are investing more in China due to perceived less “bureaucracy” in investing in China versus some of the other countries in Asia.

India



Cross-border M&A: The US into India

Compared with the experience of deal-makers in other foreign markets, M&A in India has proven to be more complicated, but remains the top priority for many US-based corporates. As a major emerging market with wide opportunities for growth, a healthcare industry respondent says:

“India is the next step for strengthening our distribution network.”
-VP of corporate development, US-based life sciences and healthcare company

A focal point for the healthcare sector – primarily in pharmaceuticals – India has both a growing consumer base and an increasing number of companies with relatively few competitors. Through acquisitions, major biotech and pharmaceutical firms are able to reach greater potential value than at home and other markets.

India is still, however, characterized by the unclear and difficult regulatory approval standards found in most emerging markets. After failed attempts at reform, FDI and complete foreign ownership of a local business in the country remains difficult and, according to one respondent, not up to international standards.

“The approval processes are so tedious and time consuming because of the legal system. They are not streamlined to cater to the needs of foreign investors.”
-President, US-based life sciences and healthcare company

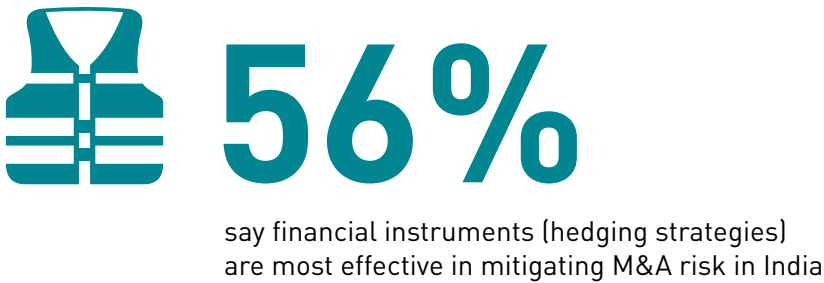
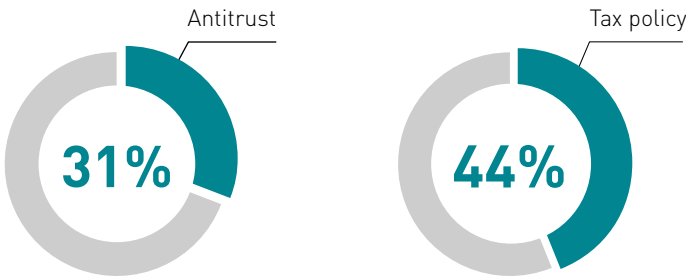
This is not enough to stop the rush for most respondents. FDI projects grew 25% in the first 11 months of 2011, the Financial Times reported earlier this year. The panoply of prospective targets and prime demand in India will continue to attract deal-makers from the US, but those with the most understanding and familiarity with the local law will see more success in reaching their goals.

It’s clear some observers believe that the lack of efficient and effective policies and processes of the Indian government are holding the country back from cross-border business and its full growth potential. With the proper expertise and strategy, however, US companies have overcome the red tape and taken advantage of India’s massive economic growth.

TOP REASONS TO TARGET COMPANIES IN INDIA



TOP PERCEIVED OBSTACLES IN INDIA



Cross-border M&A: India into the US

From the opaque regulatory systems at home, India-based respondents are attracted to the US by its friendly foreign investment policy and government support. The government's efforts to increase the already high volume of investment flowing into the US provides a more seamless avenue for deal-making. An energy executive based in India describes the policy as "comfortable" after launching new cost-effective production facilities on American soil.

Business goals for Indian companies coming to the US are varied, with 27% identifying product expansion as their primary objective, followed closely by customer (20%) and market share expansion (20%).

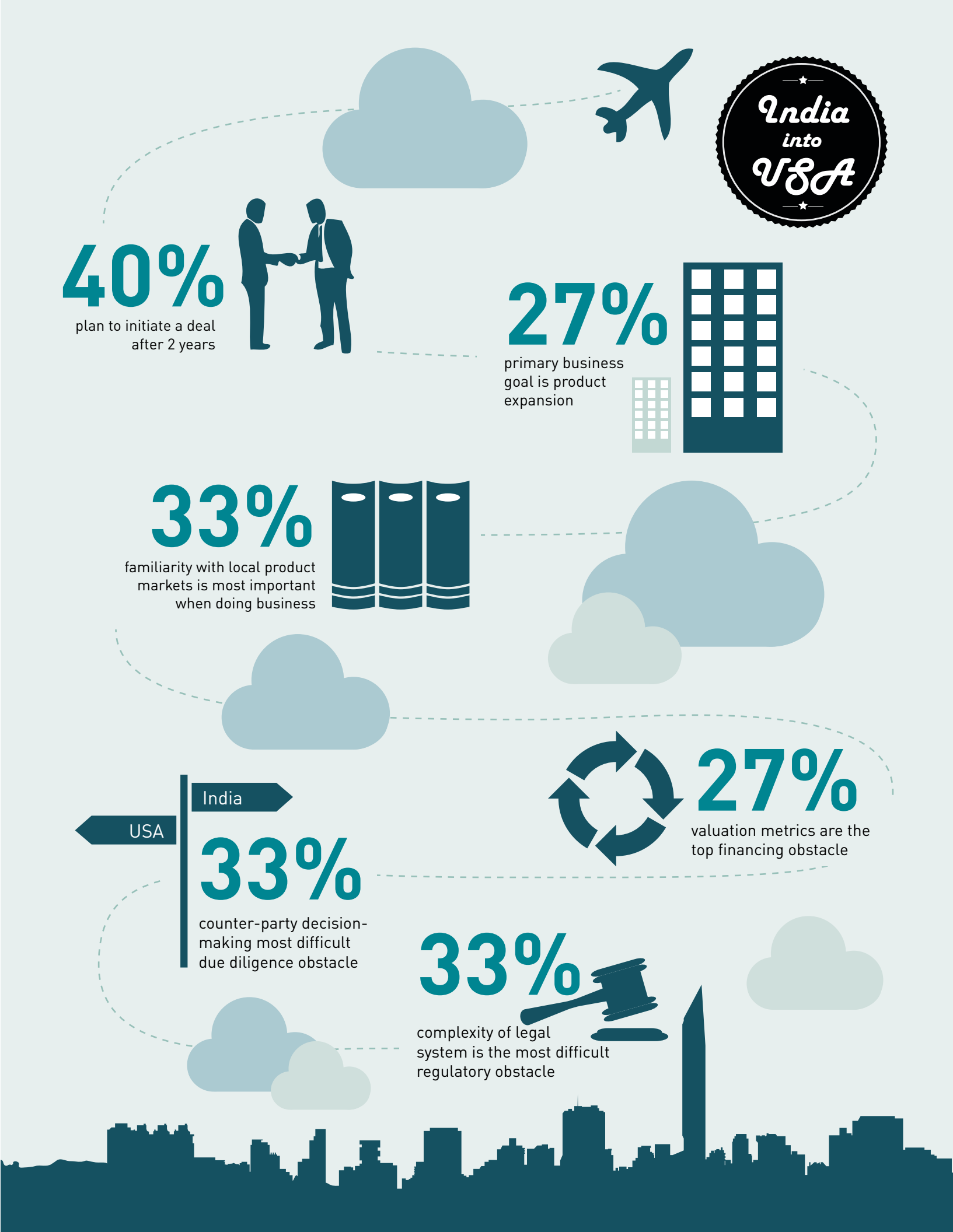
According to an India-based executive in the industrials and manufacturing industry, cross-border M&A between the US and emerging markets is essential to business growth.

"In today's highly competitive global environment, cross-border M&A deals have become very important as a means of achieving operational synergies. Increasing domestic regulatory barriers and competition are pushing deal volumes [to increase]. Indian outbound activity will continue to increase."
-Director of finance, India-based manufacturing company

But the move into the US is not always smooth sailing, as respondents say the process is made difficult by currency and intellectual property issues. The greatest financial obstacle is the difference in valuation metrics, as one executive explains:

"Valuation metrics are very different compared to ours and thus the negotiation takes considerable time. Currency fluctuations do not help the process."
-VP of finance, India-based industrials company

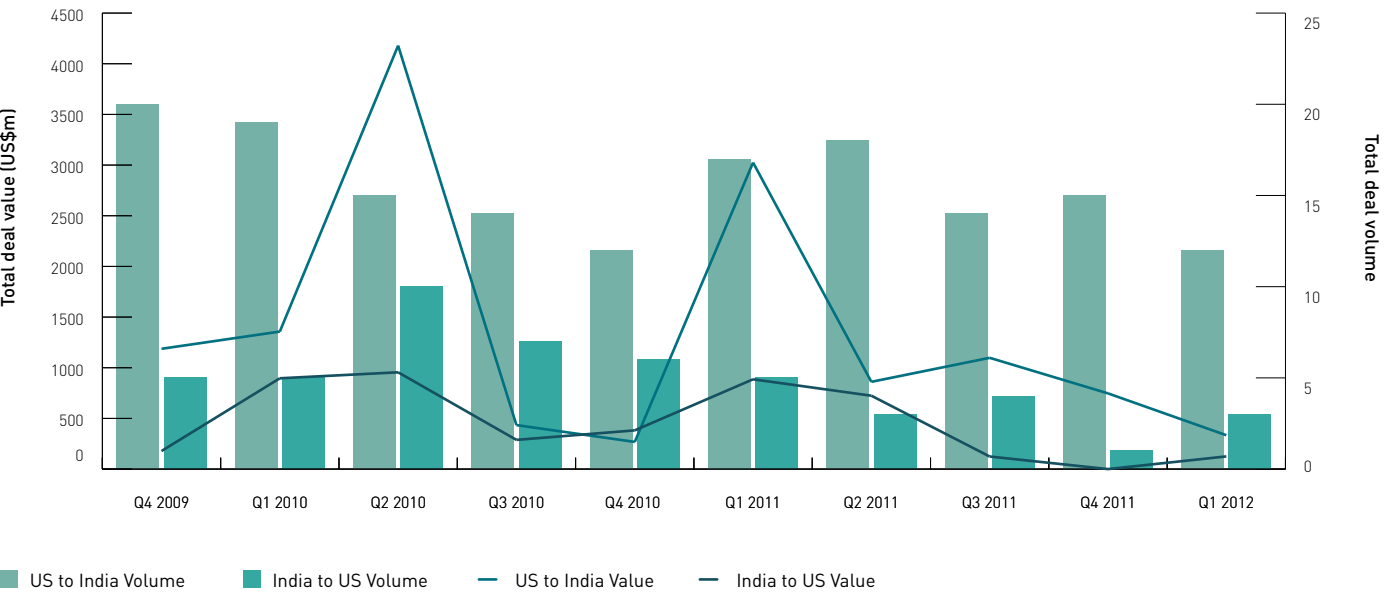
Respondents add that government support and performance bonds are helpful in mitigating the risk of the highlighted obstacles. Government support "wipes out the regulatory road blocks," comments one India-based respondent, while enabling the target to complete the deal quickly.



TOP 5 DEALS BETWEEN THE US AND INDIA (6/30/2011 - 6/30/2012)

Announced Date	Target Company	Target Dominant Country	Sector	Bidder Company	Bidder Dominant Country	Deal Value US\$ (m)
05/16/2012	Decision Resources Group	USA	Life sciences and healthcare	Piramal Healthcare Limited	India	635
07/26/2011	UTV Software Communications Ltd	India	Media	The Walt Disney Company	USA	501
09/26/2011	ReNew Wind Power (Majority Interest)	India	Energy	Goldman Sachs	USA	202
11/17/2011	Patni Computer Systems	India	Computer software	iGate Corporation	USA	172
12/28/2011	DLF Ackruti Info Parks (Pune) Ltd	India	Real Estate	Blackstone Group L.P.	USA	152

INDIA AND US CROSS-BORDER M&A ACTIVITY



It is interesting to note the consistent focus on the impediments caused by the legal system and regulatory compliance. For US entities entering India, 88% say that regulation is not hospitable to foreign investment, and 33% of the Indian companies entering the US say that the US legal system is difficult. Even with the proposed regulatory changes that may impact FDI into India and the recent downturn in the Indian economy, India's GDP is still projected to expand by about 6% per annum long term and will be a growth engine for many sectors such as infrastructure, clean energy and healthcare.

Many India conglomerates have been impacted by India's recent economic slowdown. However, they are looking at inorganic growth abroad to drive revenue and are very active in acquiring foreign companies as they pursue their long-term growth strategy.

Deal strategy and approach

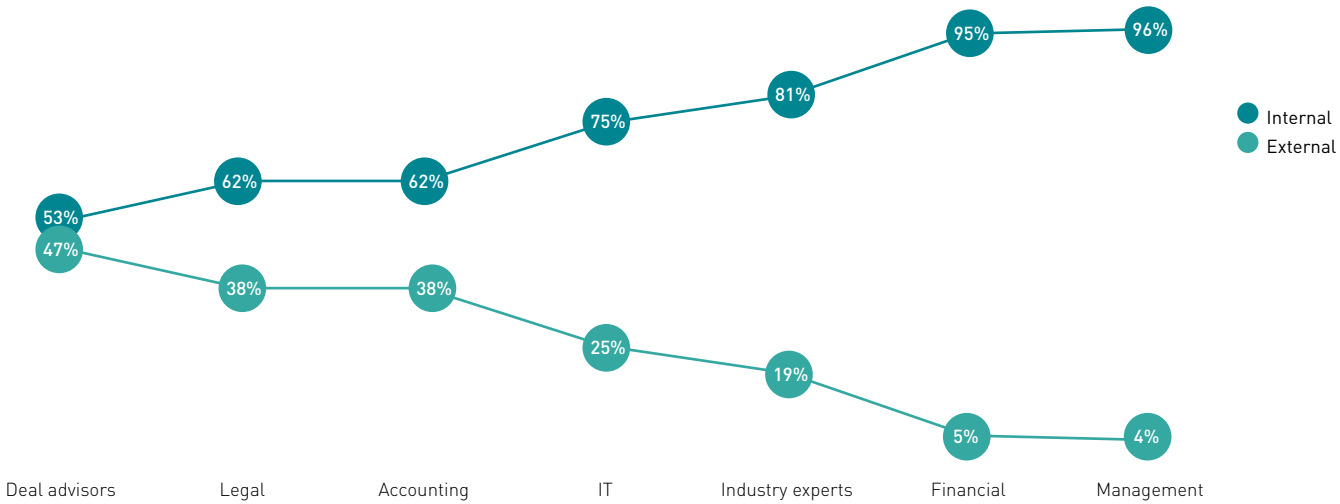
Cross-border deals between the US and the emerging markets are relatively new territory for most parties involved. While specific risks and opportunities can differ in each country, many situations can be tackled with a similar approach. Tax, legal and deal concerns, which are highlighted in each market relationship, are the areas where advisors are most commonly hired by respondents of all regions. Joint ventures and strategic alliances are also widely favored by all regions as they often allow the foreign company to lean heavily on the local partner to efficiently manage various risks. Respondents from Brazil and the US, respectively offer their experience:

“Traditionally, the acquiring company must have all the necessities and should take care of all processes and hurdles themselves, including capital, local market knowledge, due diligence, regulatory clearance, etc. Deal execution time and risk of interference both increase. But in a joint venture, preparation and execution is split per knowledge and skills.”

“Having a local partner helps significantly. They will ensure everything is right before the deal is finalized, and the successful outcome after.”

Disparity in political and social culture present different obligations between the two market types: US companies are worried about unclear laws and policies while companies from emerging countries are required to adapt to very complex Western operational and legal methods and standards. These risks and obstacles can stand between a moderately successful regional company and a major global competitor, but, as respondents note, the tools, expertise and strategies are available to achieve deal-making goals.

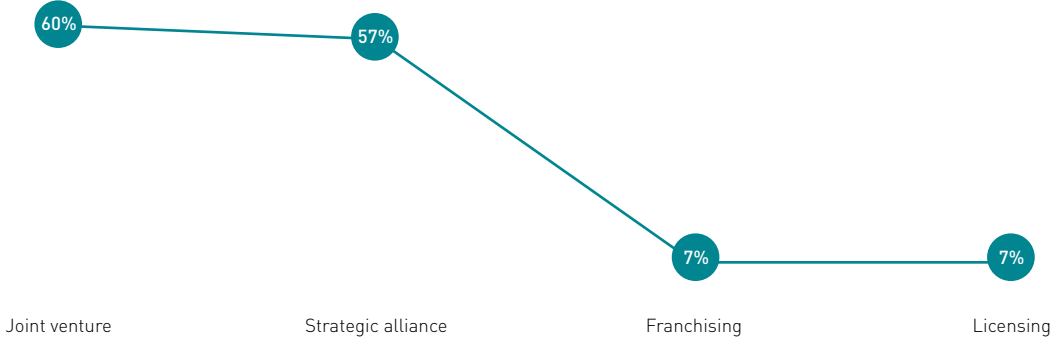
IN THE FOLLOWING ADVISORY AREAS, WHICH DO YOU HIRE INTERNALLY OR EXTERNALLY?



RATED MOST DIFFICULT POST-M&A OPERATIONS

US-based respondents	Emerging market-based respondents
Regulatory compliance	Integration of business operations
Financial reporting	Decision-making
Intellectual property protection	

WHAT ALTERNATIVES TO M&A ARE YOU MOST CONSIDERING TO ACHIEVE YOUR BUSINESS GOALS IN YOUR TARGETED MARKETS?



KELLEY DRYE & WARREN LLP

For more than 170 years, Kelley Drye has provided legal counsel carefully connected to our client’s strategies and has measured success by the real value we create. Although the practice of law has evolved with time, the value of outstanding client service – and Kelley Drye’s commitment to providing it – have remained unchanged.

EXPERTISE

- Corporate Finance

■ Mergers and Acquisitions

■ Private Equity

■ Project Finance and Public Private Partnerships

■ Family Offices and Private Clients

■ Securities

■ International Trade Finance

■ Litigation and Arbitration

■ Joint Ventures

■ Antitrust and Competition

■ Bankruptcy

■ Creditors’ Rights and Restructuring

■ Broker-Dealer

■ Entertainment and Media

■ Financial Institutions

■ International Trade and Customs

■ International and Domestic Tax

■ Real Estate
- Hedging and Derivatives

■ Licensing

■ Human Resources and Labor

■ Employee Benefits

■ Executive Compensation

■ Greenfield/Brownfield Site Selection

■ Internet and Telecommunications

■ Privacy and Information Security

■ Advertising and Marketing

■ Intellectual Property and Technology Protection

■ Information Technology

■ Outsourcing

■ Consumer Financial Protection

■ Consumer Product Safety

■ Food & Drug

■ Environmental Protection

■ Trade Associations

■ White Collar Crime Defense and Investigations

“The team’s dedication and commitment to client satisfaction is outstanding”

CHAMBERS USA 2011

“Excellent attention to client needs”

LEGAL 500 2012

“Gives lots of “small firm” attention with “big firm” appeal”

LEGAL 500 2012

“Consistently high-quality advice”

LEGAL 500 2012

Reverse Mergers in China

“Reverse merger companies, specifically those from the China region, and their principal U.S. independent public accounting firms should ensure that prior and future audits comply with the American Institute of CPA’s Statement of Auditing Standards No. 1, Section 543, ‘Part of Audit Performed by Other Independent Auditors.’”

Ridge Barker and Michael Rueda for Law360

Consider a CFIUS Filing

“Filings with the Committee for Foreign Investment in the United States (CFIUS) are not mandatory. However, parties obtain a safe-harbor for their transaction by submitting voluntarily to CFIUS’ confidential vetting process. CFIUS performs a 30-day national security review of foreign acquisitions of US businesses for any national security implications, and if red flags are raised, CFIUS conducts a second-stage, 45-day investigation. If concerns are still not relieved, the President has an additional 15 days to review or block the transaction.”

Ridge Barker and Michael Rueda for Thomson Reuters Complanet

FCPA, Benefits of Self-Reporting

“A proven commitment to compliance, coupled with an honest attitude about violations, can end up saving companies millions of dollars. A little bit of extra work on the front end can prevent harsh treatment later on by the Department of Justice.”

James M. Keneally and Craig A. Convissar for Financial Fraud Law Report

India Feeder Funds through Mauritius

“Registration as a Foreign Venture Capital Investor is often the most attractive route for managers of private equity and venture funds investing in India.”

“Mauritius remains an attractive jurisdiction for investment fund formation due to its clear rules for achieving tax residency and its generally flexible corporate laws.”

Raj R.Mahale for Bloomberg BNA

International Arbitration

“One trend I am seeing is a lot more emphasis on drafting be-spoke arbitration clauses that reflect the particular needs of the parties to a transaction.”

“If your non-U.S. client wants to avoid the U.S. courts, or your U.S. client is wary of resolving disputes in a court abroad, arbitration is the way to go.”

Philip D. Robben for The Metropolitan Corporate Counsel

China’s Currency Regime

“Broadly speaking, there are two main legal-based approaches to addressing China’s currency regime: (1) a WTO challenge and (2) CVD investigations. However, a WTO challenge would require many more resources and could take a very long time compared to conducting CVD investigations.”

Benjamin Blase Caryl for Journal of World Trade, Wolters Kluwer



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NOTES:

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