

ALLEN & OVERY

United States







Contents

Our Boston, Los Angeles, New York, San Francisco, Silicon Valley and Washington, D.C. offices	04
Our global presence	05
Our Global Antitrust practice	06
Our global snapshot	07
Sanctions	08
Export Control	09
Environment	10
Commercial Litigation	11
White-collar Crime	12
Tax	13
Political Law	14

Our Boston, Los Angeles, New York, San Francisco, Silicon Valley and Washington, D.C. offices

Located in the financial, regulatory, technology, life sciences and environmental hubs of the United States

“The Allen & Overy team provides strategic and legal advice to the highest of standards on extremely complex and cross-jurisdictional matters and always in a timely and practical manner.”

Chambers USA 2022, Nationwide

“Allen & Overy’s pragmatism is one of their greatest strengths - they measure their legal advice by anticipating business needs, clearly explaining the practical risks and legal issues.”

Chambers USA 2022, Nationwide

“They provide very good client service and they deliver excellent products.”

Chambers USA 2022, Nationwide

“The team is always on top of every issue and are very responsive.”

Chambers USA 2022, Nationwide

“Allen & Overy is an international player. They are good at handling cross-border matters.”

Chambers USA 2022, Nationwide

Key facts

270+

Attorneys in the U.S.

460+

U.S.-qualified lawyers globally

30+

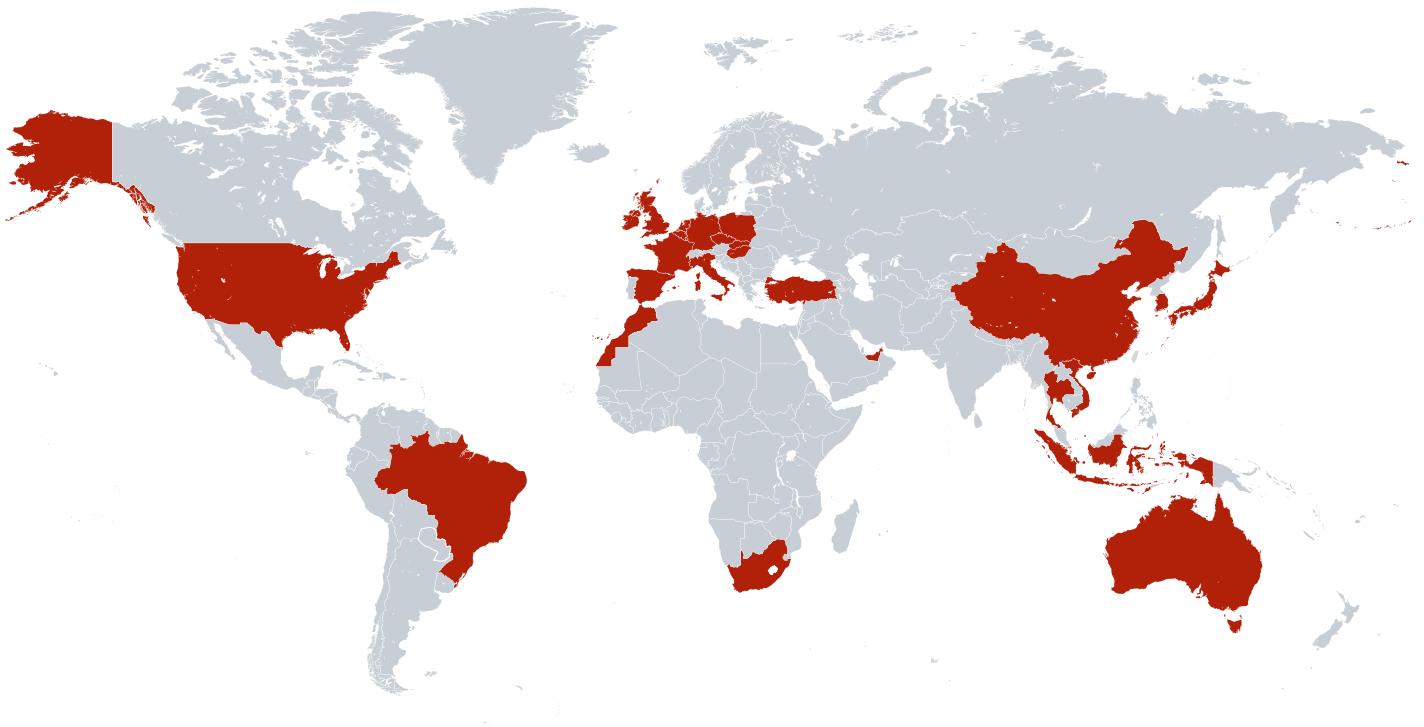
Years in the U.S.

74%

Percentage of our work involving two or more A&O jurisdictions

Our global presence

We have over 40 offices in more than 30 countries across the Americas, Europe, the Middle East and Africa and Asia Pacific, the largest network of any Global Elite law firm. We also have close relationships with an international network of over 100 relationship firms. This guarantees a consistency in approach, uniformly high standards and access to the best local-law expertise. In total, our network gives clients access to **99% of the world's economy**.



North America

Boston
Los Angeles
New York
San Francisco
Silicon Valley
Washington, D.C.

Central & South America

São Paulo

Europe

Amsterdam
Antwerp
Belfast
Bratislava
Brussels
Budapest
Dublin
Düsseldorf
Frankfurt
Hamburg
Istanbul
London
Luxembourg
Madrid
Milan
Munich
Paris
Prague
Rome
Warsaw

Africa

Casablanca
Johannesburg

Middle East

Abu Dhabi
Dubai

Asia Pacific

Bangkok
Beijing
Hanoi
Ho Chi Minh City
Hong Kong
Jakarta*
Perth
Seoul
Shanghai
Singapore
Sydney
Tokyo

* Associated office

Our global snapshot



Disciplinary split by total number of lawyers (%)



Our Global Antitrust practice

Our Global Antitrust team comprises over 120 specialist antitrust lawyers, located in 22 offices in the U.S., Europe, Asia Pacific and Africa. We act in some of the most significant antitrust cases in the market. The breadth and scale of our global network and our industry expertise mean we are particularly well placed to advise on complex multi-jurisdictional matters, frequently involving parallel proceedings and inter-agency cooperation. Our U.S. team is fully integrated with our global antitrust practice to provide a full service “one-stop shop” on all global antitrust issues.

Foxconn

Defeated antitrust conspiracy allegations involving USB standards-setting participation, in the Central District of California.

Samsung SDI

In a multi-district class action and opt out litigation alleging price fixing in Lithium Ion Batteries and Cathode Ray Tubes.

GlobalWafers

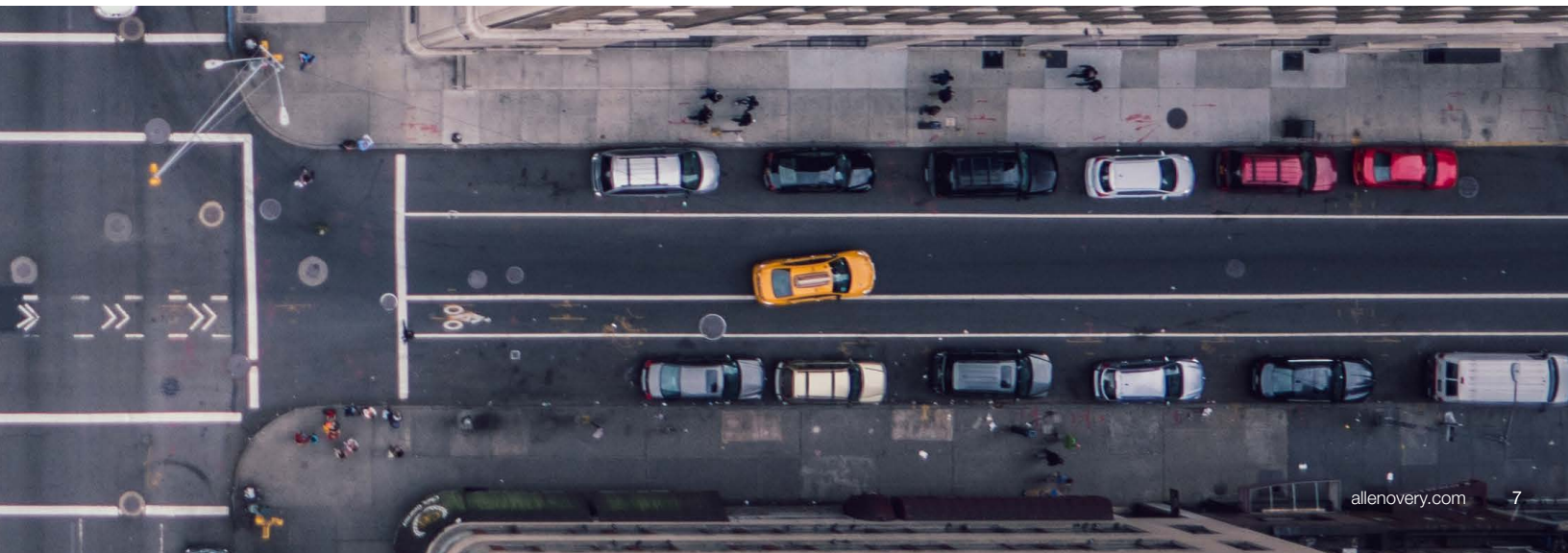
Lead counsel in the global antitrust defense of the USD5.3 billion acquisition of Siltronic, involving regulatory authorities in Asia and Europe.

Leading semiconductor manufacturer

Cleared of antitrust allegations in multi-jurisdictional investigation involving U.S. federal and state enforcers, and also in the European Commission and China.

Our representative clients in the U.S.

- Advent International
- Bridgepoint Advisors
- Element Materials Technology
- EQT Partners AB
- GlobalWafers Co., Ltd.
- Hytera Communications
- Intercontinental Exchange (ICE)
- Koninklijke DSM N.V.
- Merz Pharmaceuticals
- Repsol
- Samsung SDI
- Sweet Harvest Foods Holding, LLC.



Sanctions

We have a thriving Sanctions practice advising corporations, financial institutions and individuals on the Sanctions and export controls regimes of the UN, EU, U.S., UK and many other jurisdictions. Our market leading Sanctions team, which includes two former OFAC lawyers (one of whom served as a Chief of Enforcement), provides integrated cross-jurisdictional advice to our clients and is well versed in the most complex and sensitive issues arising in transactions across the market. Our unique insight on these issues repeatedly proves invaluable to our clients.

Our U.S. Sanctions team forms part of an integrated, global team of lawyers who work together on a wide variety of complex, cross-border Sanctions matters. We are best known for providing integrated cross-jurisdictional Sanctions advice on complex matters involving overlapping and often conflicting requirements and prohibitions. Our team assists clients in navigating the complex and sometimes competing requirements to which they, or their investors, lenders, advisors or partners, may be subject.

UK-based private equity fund

In connection with the imposition of sanctions on one of its portfolio companies. The sanctions action had immediate and exacting ramifications on the company's ability to maintain its ownership interest and interact with its other shareholders. Our advice included analysis around permissible conduct, interaction with U.S. government agencies on behalf of our client, developing exit strategies, and working in conjunction with our UK and Italian corporate and litigation colleagues to address the myriad of issues presented.

An Italian banking group

In connection with the impact of its relationship with a Russian sectoral sanctions target and the numerous legislative initiatives that could, if enacted, expand the scope of sanctions on this particular target.

An energy infrastructure fund

On potential risk under U.S. sanctions of the proposed purchase of an oil storage facility with prior business transactions with a target of U.S. asset-freezing (ie blocking) sanctions. Our team has been negotiating with the proposed lender and seller on sanctions risk mitigation measures, and strategizing on approaches to OFAC regarding the transaction.

Multiple clients regarding CFIUS filings

On their investments in the U.S. We advise on the critical transactional gating questions on CFIUS on all of the Firm's M&A transactions that involve change of control of US assets, as well as many capital markets, project finance, real estate, and bankruptcy transactions that also involve transactions that are subject to CFIUS jurisdiction.



Export Control

Taiwan-based technology manufacturer

On reach of U.S. export controls and representing company before the U.S. Commerce Department.

A USD5bn annual revenue technology company

On exporting software in compliance with the International Traffic in Arms Regulations, Export Administration Regulations, and OFAC Sanctions Regulations; interviewing company engineers to draft and submit commodity jurisdiction and classification analyses to Departments of State and Commerce; drafting and submitting policy comments on proposed changes to regulations under the U.S. Government's Export Control Reform initiative.

A USD2bn annual revenue software company

On the development of customized procedures for assessing its internal controls pursuant to export controls and sanctions requirements under the ITAR, EAR, and OFAC Sanctions Regulations.

A U.S. headquartered multinational corporate

On compliance with enhanced U.S. sanctions and export controls targeting Russia; strategize on Russia exit options; evaluate and design U.S. sanctions and export controls compliance in relation to the same.

A multinational pharmaceutical company

On the potential reach of primary U.S. sanctions and secondary U.S. sanctions as relevant to the U.S. business' proposed exportation of medicines and medical devices to Iran.

A global packaging company

On advice regarding export/trade issues in Indonesia; updating their denied party screening manual and providing training on compliance with EU and U.S. sanctions and anti-corruption laws, including hypotheticals on common scenarios presenting sanctions and anti-corruption risks, to their internal compliance team.

Stora Enso

On various sanctions and export control related matters including assessing the potential applicability of the EU's Dual Use Regulation to Stora Enso's product line and helping with the development of Stora Enso's sanctions and export control related compliance policies and procedures.

A major international supplier of physical security products

On export control and sanctions issues, including dual-use classifications, arising out of the sale of products to private entities in sanctioned countries including Iran, Sudan and Syria.

A U.S. headquartered multi-national corporate

On compliance with enhanced U.S. sanctions and export controls targeting Russia; strategize on Russia exit options; evaluate and design U.S. sanctions and export controls compliance in relation to the same.

A USD16bn annual revenue personal care company

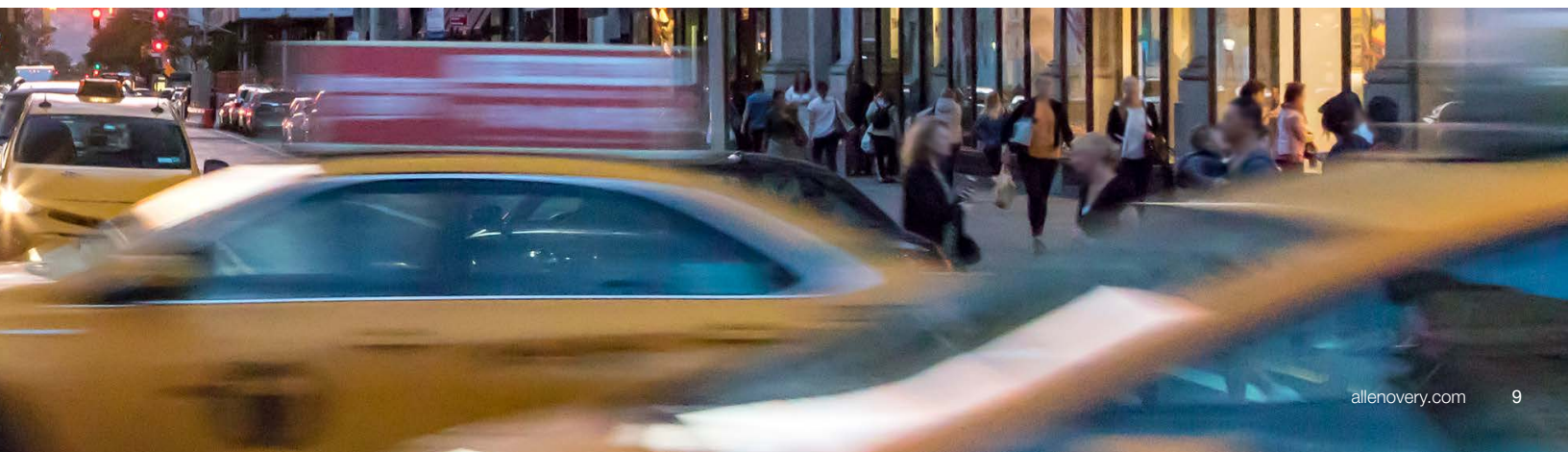
On the export controls and sanctions risks of exporting goods to sanctioned jurisdictions; providing guidance on whether specific sales and related activities are prohibited; drafting requests for interpretive guidance and authorization from OFAC.

A USD1.5bn medical device company

On humanitarian exports to controlled destinations under U.S., EU, and U.N. export controls and sanctions regulations; designing customized training modules for U.S. and EU employees in sales, procurement, and supply chain functions.

A European port operator

On compliance with U.S. and EU sanctions and export controls targeting Russia.



Environment

Our Environment team are best known for excellence in managing environmental issues in transactions and handling deal-related indemnity disputes and for our un-matched ability to provide seamless multi-jurisdictional advice. We balance our global perspective with deep expertise in a number of speciality areas, including: product responsibility, REACH and related chemicals regulation, climate change and emissions trading, energy (renewables, nuclear, oil & gas), contaminated land and shipping. We are also a market leader in ESG, with extensive experience advising corporates, private equity sponsors, investors, lenders and portfolio companies on the full spectrum of compliance matters across the life-cycle of a project. We want to prepare our clients for the next step in the ESG evolution, and we have taken the lead on issues like ESG-linked credit facilities, the new Equator Principles and various pending regulations.

Electronic equipment and high-tech product manufacturers

On product regulations such as e-waste and chemicals legislation, supply chain management, worker health and safety and clean technology issues. Clients in this space include GE, Cisco, Flextronics, Jabil Circuit, Motorola, Research In Motion, Samsung, Texas Instruments, VeriFone, Western Digital and Xerox.

A multinational technology company

On issues relating to the Bangladesh Accord on Fire and Building Safety and the European Green Deal.

A public international chemical and materials company

On managing a complex environmental U.S. cleanup and related indemnity disputes.

General Electric

As long-time, lead outside environmental advisor on transactions and other strategic matters.

The Special Rapporteur to the United Nations on hazardous chemicals

On international legal treatment of, and protections against, human exposure to hazardous substances in the environment and man-made products.

Under Armour

On various compliance issues relating to smart sneakers, athletic face masks and other products, including regarding product take-back and recycling requirements, Biocidal Products Regulation, product/safety labeling, aviation transport risks, green marketing claims, and packaging requirements.

Intermediate Capital Group

On its ESG investment screening policy and related terms and conditions for agreements.

European banks

On risks relating to Volkswagen's violations of automobile emissions requirements, including U.S. class-action litigation, penalties from regulatory authorities, the company's recall and claims resolution programs, actions outside the U.S., liability to shareholders and business impacts.

GE

On the environmental, health and safety issues in the USD11bn spin off and merger of its transportation business with Westinghouse Air Brake Technologies Corporation.

The Equator Principles Association

On the legal review and revision of their "Guidance Note for Equator Principles Financial Institutions on Incorporating Environmental and Social Considerations into Loan Documentation," in order to reflect changes and ensure consistency with the latest version of the Equator Principles (EP4).

Commercial litigation

Our prominent U.S. Commercial Litigation practice advises clients on high-value, complex and business critical cases in the most significant commercial courts around the world, delivering accurate, holistic advice quickly, wherever disputes take place.

The U.S. litigation team brings together lawyers with a wealth of experience in handling and resolving significant commercial and financial disputes. The practice is led by several senior litigators, who have extensive experience litigating and trying cases in a wide variety of areas, with a special emphasis on the defense of federal and state civil litigation cases as well as federal criminal and regulatory matters.

We have significant experience advising clients on an array of disputes, including shareholders or JV disputes; corporate controversies; damages claims arising from competition law infringements; lawsuits related to agency and distributorship agreements; contracts with public entities governed by civil law; contractual disputes in insolvency scenarios; financial institutions litigation; antitrust litigation and criminal/cartel investigations; complex commercial litigation; and regulatory and white collar defense. The team also has vast experience in challenging resolutions and in defending our clients in the context of director's liabilities.

We work for national and multinational corporates and individuals, tailoring our approach to the unique requirements of every case. We have the full range of specialist expertise to assess and evaluate every aspect of a commercial dispute, devising legal strategies that deliver results in line with our clients' commercial drivers and objectives.

Blue Phoenix Inascho USA, Inc.

("Blue Phoenix") is the North American branch of a Dutch company that processes incinerator bottom ash from power stations to recover low-grade metals. We serve as primary counsel for Blue Phoenix in a lawsuit brought by Best Process Solutions, Inc. ("BPS"), a manufacturer of recycling equipment, in federal court (N.D. Ohio). Based on a prior business relationship, BPS brought claims for breach of contract, misappropriation of trade secrets, and unjust enrichment. The court granted our motion to dismiss the unjust enrichment claim, and the parties are now undertaking discovery with respect to the remaining two claims.

Luxshare

In federal court litigation arising out of acquisition of a ZF U.S. automobile supply business.

A joint venture consisting of Argo Infrastructure Investors, SUEZ Environmental Services Inc. and Water Capital Partners LLC

In connection with a federal court litigation and arbitration relating to the joint venture's 50-year lease of the water and sewer assets of the Borough of Middletown, Pennsylvania. In the federal court litigation, we successfully obtained an order from the U.S. District Court for the Middle District of

Pennsylvania dismissing of all of the Borough's claims. We obtained a Final Award in the Arbitration in which the arbitral tribunal ruled in favor of our client on all of its claims.

EQT Infrastructure

(As owner of Fenix Marine Services Ltd, a container terminal facility in the Port of Los Angeles) in connection with contractual disputes with the Port of Los Angeles and shipping customer CMA.

ENGIE

In connection with disputes with the University Iowa arising from energy concession agreement.

Juster Properties

In two litigations arising from partnership disputes with the managing partner of a JV in which Juster owns a 50% ownership interest. We succeeded in obtaining an arbitration award after trial terminating the managing member and installing Juster as managing member, and in obtaining confirmation of the award in New York state court. We are presently handling a separate New York state court action relating to contractual buy/sell provisions, including the valuation of the partnership assets and the parties' ownership interests.

White-collar crime

Our White-collar Crime & Government Investigations team is comprised of top quality trial and investigations defense facing attorneys before the Southern District of New York, The Department of Justice and federal agencies in defense of U.S. and U.S.-exposed companies and individuals. We keep our clients under the radar when possible, fighting for them quietly and effectively in during their investigation stage, and defending them in court as needed.

A hedge fund partner at trial

On criminal insider trading charges in a high-profile case.

BitMEX, a crypto-currency trading platform,

In connection with criminal and regulatory investigations in the U.S. concerning potential money laundering and trade sanctions violations, as well as potential Commodity Exchange Act violations.

A cryptocurrency exchange

In connection with criminal and regulatory investigations in the U.S. concerning potential Bank Secrecy Act, money laundering and/or trade sanctions violations.

A Northern European financial institution

In relation to money laundering investigations by the U.S. Department of Justice and by bank regulators in the U.S. and multiple European jurisdictions.

A large international bank

In its compliance review and trainings in areas involving market abuse, covering jurisdictions in North America, the UK, the EU, and APAC regions.

A Houston-based energy company

In connection with a federal criminal investigation into allegations related to possible manipulation and other alleged misconduct related to a transaction involving a public utility.

A global financial intermediary

In response to a multi-year investigation by the CFTC.

A former executive of a public company

In connection with a criminal investigation by the New Jersey Attorney General's Office related to alleged corporate misstatements related to potential state tax credits.



Tax

A first-class Tax practice – Our strengths lie not only in providing an independent tax consultancy but also in helping our clients manage the often complex tax issues involved in both domestic and cross-border transactions

Our clients require a seamless, multi-jurisdictional tax advisory service, whether on a stand-alone basis or as an integral part of the full legal service offered by Allen & Overy. That's why, with over 100 tax specialists across our international network, we are able to offer both domestic and cross-border advice wherever our clients need it, whether they are financial institutions, corporate entities, or funds. The depth and breadth of our knowledge ensures that we are able to support our clients' business.

SAP on various transactions, including

on its approximately USD6.7bn acquisition of NASDAQ-listed Business Objects, a California-based public software company; and on its USD3.4bn acquisition of NYSE-listed SuccessFactors, Inc., a California-based cloud computing company.

International Game Technology (IGT)

On the U.S. tax matters in connection with their USD6.4bn merger with GTECH.

Elster Group

The NYSE-listed provider of "smart" gas, electricity and water meters, on the USD2.3bn tender offer for all its shares to Melrose plc, the British investment firm.

BT Group

On its approximately USD1bn acquisition of NYSE-listed Infonet Services Corporation, a California-based telecommunication company.

Thomson Reuters Corporation on various transactions, including

on its acquisition of Paisley Group, the financial software provider; on its acquisition of Manatron, Inc., a provider of property tax management and appraisal software for governments.

DXC Technology Company (DXC)

The NYSE-listed global IT services provider, on its Reverse Morris Trust transaction involving Hewlett Packard Enterprise Company's global enterprise services segment and Computer Sciences Corporation (CSC), which had a transaction value at closing of approximately USD14bn and resulted in the formation of DXC.



Political Law

Allen & Overy's Political Law team is focused exclusively on helping corporate clients develop global political law compliance strategies. We advise global financial institutions and a variety of other corporate clients, including major health insurers, real estate firms, insurance companies, and trade associations, on this increasingly important area of the law.

What sets our practice apart are:

Deep U.S. capabilities in all areas, with particular focus on the financial services industry. We are one of the leading political law practices advising financial institutions and have long-standing relationships with a range of blue-chip financial institutions (including banks, private equity funds, broker-dealers, hedge funds, asset managers, insurance companies, and trade associations).

Global reach. With experts in Europe, the United Kingdom, Australia, and other jurisdictions with emerging political law regimes, we are viewed as one of the only firms capable of advising on global political law issues and designing cross-border political law compliance systems. We frequently help U.S. corporates expand their public affairs functions globally, while also helping foreign entities expand their public affairs capabilities inside the U.S.

Interactive Political Law Website for clients. We have created an interactive database of relevant political law regimes that contains detailed, user-friendly summaries of lobbying, campaign finance, pay-to-play, gift and entertainment and revolving door regimes for all 50 states and a number of major cities, including New York City, the District of Columbia, Los Angeles, and San Francisco.

Google LLC

in successfully obtaining an advisory opinion from the Federal Election Commission permitting Google to conduct a Gmail pilot program for federal candidates and PACs to not be subject to certain spam filtering without creating a prohibited in-kind corporate contribution, overturning decades of Commission precedent.

A FTSE 100 company

with global operations in a U.S. DOJ FCPA investigation of its worldwide sales operations. We dealt with DOJ settlement and with UK authorities and advised on corruption issues arising in the Middle East, Asia, and Europe (over 40 jurisdictions).

A U.S.-listed multinational

in an ongoing global FCPA investigation facing the DOJ, SEC, and various local regulators with conduct in India, Brasil, Colombia, Peru, and Ecuador.

Vale S.A.

concerning FCPA and anti-corruption diligence with regard to an investment by a Japanese company into mining and logistics operations in Mozambique and Malawi.

Multiple global banks and asset managers

in establishing and maintaining compliance programs regarding corruption and political law compliance risk and responding to day-to-day questions regarding lobbying, PACs and other electoral engagement, gifts and potential conflicts of interest when engaging with government agencies or government officials.



For more information, please contact:

Boston

One Beacon Street
Boston, MA 02108
United States of America

Tel: +1 857 353 4500

Fax: +1 857 353 4599

Los Angeles

1900 Avenue of the Stars
Suite 90067
Los Angeles, CA 90067
United States of America

Tel +1 424 512 7150

Fax +1 424 512 7199

New York

1221 Avenue of the Americas
New York, NY 10020
United States of America

Tel +1 212 610 6300

Fax +1 212 610 6399

San Francisco

140 New Montgomery
San Francisco, California
CA 94105
United States of America

Tel +1 415 796 4160

Fax +1415 796 4199

Silicon Valley

550 High Street, Second Floor
Palo Alto, CA 94301
United States of America

Tel +1 650 388 1650

Fax +1 650 388 1699

Washington, D.C.

1101 New York Avenue, NW
Washington, D.C. 20005
United States of America

Tel +1 202 683 3800

Fax +1 202 683 3999

Global presence

Allen & Overy is an international legal practice with approximately 5,800 people, including some 590 partners, working in more than 40 offices worldwide. A current list of Allen & Overy offices is available at www.allenoverly.com/global_coverage.

Allen & Overy means Allen & Overy LLP and/or its affiliated undertakings. Allen & Overy LLP is a limited liability partnership registered in England and Wales with registered number OC306763. Allen & Overy LLP is authorised and regulated by the Solicitors Regulation Authority of England and Wales.

The term partner is used to refer to a member of Allen & Overy LLP or an employee or consultant with equivalent standing and qualifications or an individual with equivalent status in one of Allen & Overy LLP's affiliated undertakings. A list of the members of Allen & Overy LLP and of the non-members who are designated as partners is open to inspection at our registered office at One Bishops Square, London E1 6AD.

Some of the material in this document may constitute attorney advertising within the meaning of sections 1200.1 and 1200.6-8 of Title 22 of the New York Codes, Rules and Regulatory Attorney Advertising Regulations. The following statement is made in accordance with those rules: ATTORNEY ADVERTISING; PRIOR RESULTS DO NOT GUARANTEE A SIMILAR OUTCOME.