

practice chairs

Bryan J. Hall / Partner
Guy P. Lander / Partner

Guy Ben-Ami / Partner
Jeffrey S. Boxer / Partner
Keith D. Nowak / Partner
Pang Zhang-Whitaker / Partner
Raphael S. Grunfeld / Partner
Steven J. Glusband / Partner
Rocco M. Sainato / Counsel
Louie A. Ayash / Associate
Paul J. Brown III / Associate
Jodutt Marwan Basrawi / Associate
Yining Bei / Associate
Claudia Carbone / Associate
Anna Chen / Associate
Micaela Conte / Associate
Melinda Fellner / Partner
Jennifer "Jenny" Frank / Associate
John M. Griem, Jr. / Partner
Gerald W. Griffin / Partner
David I. Karabell / Partner
Josephine J. Yoon / Counsel
Lizhi Chen / Associate

With many decades of experience serving clients in the global economy, our team helps international companies enter and thrive in the U.S. market and assists domestic organizations in starting, conducting, and expanding ventures abroad, capitalizing on long-term relationships with local law firms. Our lawyers bring a deep understanding of the cultures and business practices of the countries in which clients operate and many speak the languages of those they counsel, facilitating clear communication and helping to ensure smooth transactions and commercial operations. We build strong relationships with organizations and practitioners around the world, and they trust and rely on us to help them meet their objectives and craft successful outcomes to their nation-spanning deals.

Our lawyers provide the full-spectrum of legal services relating to domestic law to enable international clients to operate in the United States. Companies based in Australia, Canada, China, Ireland, Israel, Norway, Russia, Turkey, the UK, and Latin America turn to our lawyers to provide them with outstanding counsel for all their U.S.-related matters. We advise transnational interests in a wide range of areas, including mergers and acquisitions, business transactions, securities, taxation, broker-dealer, investment adviser and hedge fund regulation, antitrust and competition, intellectual property, creditors' rights and bankruptcy, real estate, environmental regulation, litigation, maritime, and trust and estates.

Why Our Experience is the Right Fit

Our team guides organizations in a variety of industries and sizes, ushering them through the complexities of U.S. laws and business practices. Although we represent clients based worldwide, a few of our long-established cross-border focuses include:

Latin America: With a robust understanding of the landscape that drives legal spend throughout Latin America and Mexico, Carter Ledyard lawyers leverage their experience with civil law, contracts, and global financial institutions to clients with transactions under US law. With bilingual lawyers and experience handling deals for mid-sized companies throughout the region across all industry sectors, our team assists with the full range of legal services our clients need with extremely competitive fee structures and seamless efficiency.

Canada: Bringing more than three decades of experience in the international arena, Guy Lander heads the team specializing in Canadian businesses. Our team acts as U.S. securities counsel in scores of cross-border offerings each year and also handles

mergers and acquisitions, broker-dealer formations, tax work, antitrust issues, IP matters, and environmental review, permitting, and litigation, among other issues.

Israel: Among the first lawyers to advise Israeli companies in going public in the U.S., Steve Glusband leads the team. He is joined by key members Guy Ben-Ami, who is admitted to practice in New York and Israel and speaks fluent Hebrew and Andris Vizbaras. Our lawyers handle, securities offering and SEC regulatory matters, mergers and acquisitions, litigation, intellectual property, tax environmental, employment, technology, antitrust, real estate, and bankruptcy issues for Israeli-based clients and U.S. organizations with business interests in Israel. Clients find the team easy to work with and appreciate the personal, partner-level service they receive on matters large and small.

China: Fluent in Mandarin and with years of practice experience in both the U.S. and China, Pang Zhang-Whitaker chairs the team. Our lawyers advise Chinese and domestic clients in a wide variety of inbound and outbound issues, such as operations and business conflicts, transactions, global compliance, securities, finance, investments, intellectual property disputes, taxation, corporate governance, labor and employment, and many other types of matters. Clients include a variety of companies, from global conglomerates to new start-ups, as well as high-net-worth individuals.

United Kingdom and Australia: Born and raised in the U.K. with an LLM from London University and decades of law practice in the U.S., Raphael Grunfeld heads the U.K. and Australian cross-border practice advising U.K. and Australian clients in a wide range of matters from M&A or IPO exits, private placements, third-party equity or debt financings, credit facilities and reorganizations down to commercial agreements and equity compensation plans. Clients include manufacturing, media, pharmaceutical, education, finance, and human resources businesses from the U.K., Europe, Australia and Singapore conducting operations in the U.S. as well as software and technology companies that service a multitude of industries.

Turkey: Team chair John Driscoll speaks fluent Turkish and represents a diverse group of clients, including some of the largest companies in Turkey, with respect to U.S. legal matters. Our team helps Turkish organizations enter and grow in the U.S. market by providing a full range of legal counsel in such areas as corporate, corporate finance, real estate, construction, merger and acquisitions, litigation, regulatory, intellectual property, and maritime. Regularly visiting Turkey to meet with clients and their advisors, the lawyers on this team stay current on the social, political, and cultural trends shaping the Turkish marketplace. Our firm is committed to strengthening and growing trade relations between the two countries.

Our Innovative Approach

Diligent Disclosure: The laws governing transaction-related disclosures in other countries often differ significantly from the ever-evolving rules required in the United States. Our lawyers, for example, are always diligent to glean disclosable and material information from our clients to satisfy the more stringent U.S. requirements regarding transparency.

One Thing Leads to Another: Many of the clients who engage us for a one-time cross-border transaction decide that, because of the combination of innovative strategies and institutional knowledge that we bring to their matters, we are the right firm to be their general counsel for all of their U.S. business activities.

Experience = Efficiency: We always strive to staff matters efficiently. Clients routinely get a partner and other experienced lawyers working on their matters. We find that this high level of proficiency in the often complicated intersections of different countries' laws and business practices helps to reduce legal bills over the long run, as issues tend to get resolved more quickly.

Proven Strengths

In offering clients a wide range of service, we draw on a deep and broad knowledge base in these and other matters:

- Mergers, acquisitions, joint ventures
- Litigation
- Securities matters
- General corporate
- Corporate finance
- Taxation
- IP disputes
- Antitrust
- Environmental
- Creditors' Rights and Bankruptcy

Representative Experience

- Carter Ledyard Cross Border Capital Markets Team Leads Client TAT Technologies in Public Offering TAT Technologies Ltd. (NASDAQ, TASE: TATT), a leading provider of solutions and services to the aerospace and defense industries, has closed an underwritten public offering of 4,150,000 ordinary shares priced at \$26.00 per share. The offering consisted of 1,625,000 shares from TAT and 2,525,000 shares from FIMI Opportunity Funds as selling shareholders. TAT raised approximately \$42.3 million before expenses.
- Carter Ledyard Client Veren Agrees to Merger with Canadian Whitecap Resources in C\$15 billion Deal, Carter Ledyard client, Veren, has agreed to merge with Whitecap Resources, in a \$15 billion transaction that will redefine the Canadian leading light oil and condensate producer with significant assets in Alberta's Montney and Duvernay formations. Carter Ledyard's Cross-Border Canada Practice handled the U.S. aspects of the deal.
- Carter Ledyard Client Greenfire Resources Merges with M3-Brigade Acquisition for NYSE Listing and Several Financing Transactions Carter Ledyard represented longtime client Greenfire Resources Inc. in a definitive agreement for a business combination with M3-Brigade Acquisition III Corp. (NYSE: MBSC), a New York Stock Exchange listed special purpose acquisition.
- Carter Ledyard Client Trinity Biotech Agrees to Sell Fitzgerald Industries to Biosynth Our client, Trinity Biotech plc (Nasdaq: TRIB), announced its agreement to sell its life sciences supply business unit, Fitzgerald Industries, for cash proceeds of approximately \$30 million.
- Crescent Point Energy Corp. in its announced \$2.55-billion deal to purchase Hammerhead Energy Inc., a Calgary-based energy company.
- Gilat Satellite Networks Ltd. (Nasdaq: GILT, TASE: GILT), a worldwide leader in satellite networking technology, solutions, and services, in its announced agreement to acquire DataPath, Inc. (DPI).
- Senstar Technologies Ltd. (NASDAQ: SNT), a video and access control security company, in its announced transaction to move the corporate domicile of the Company to the Province of Ontario, Canada, from its current incorporation under the laws of the State of Israel.
- Trinity Biotech in its \$45 Million Strategic Investment and Partnership with MiCo Group Carter Ledyard represented long-time client, Trinity Biotech plc (Nasdaq: TRIB), a leading global diagnostic company, in the Company's \$45 million strategic investment and partnership with MiCo Ltd. MiCo, a KOSDAQ-listed and Korea-based company, is engaged in the biomedical business through its affiliate MiCo BioMed.
- The Capri Family Foundation Completes its Acquisition of Optibase Ltd. The Capri Family Foundation, a Carter Ledyard client, successfully completed its going-private tender offer to acquire Optibase Ltd., under the Israeli Companies Law, Capri automatically thereby also acquired all of the Optibase shares, not already held by the members of its bidder group, at the same price. Capri and the members of its bidder group are now the sole owners of Optibase, a real estate company that owns and operates properties in Switzerland and the United States.

- Carter Ledyard Serves as U.S. Counsel to MTS in Merger with SharpLink Carter Ledyard client Mer Telemanagement Solutions Ltd. (Nasdaq: MTSL) ("MTS") completed a merger with SharpLink, Inc. Headquartered in Israel, MTS is a global provider of solutions for telecommunications expense management (TEM), call accounting and contact center software.
- Corporation, a leading European media and learning company headquartered in Helsinki, with its acquisition from the investment organization EQT of itslearning A/S. itslearning is an international provider of award-winning cloud-based learning platforms used by more than 6 million users in primary through higher education institutions, as well as corporate education operations, in nine countries, including throughout the United States through itslearning Inc.
- All-Fab Building Products LP, a Canadian company, in its acquisition of a Minnesota-based lumber company and attendant financing from Bank of Montreal.
- The shareholders of Pixology Limited, a London-based technology business, in the U.S. aspects of the sale of their company to Oracle for an undisclosed amount.
- Clarasys Limited, a U.K. global management and business consultant, in connection with a 20% investment in its U.S. subsidiary made pursuant to a restricted stock agreement.
- We rendered passive foreign investment company tax advice to Pneumagen Limited, a Scottish biotech company specializing in infectious diseases, in connection with an investment by a U.S. trust and its request that the company elect to be treated as a partnership for U.S. tax purposes.
- Cognito Europe Limited in the U.S. legal aspects of a separation agreement with a senior employee whose working time was split between Cognito Europe Limited in the U.K. and Cognito Americas LLC in the U.S.
- NEF Holdings Limited, a U.K. company and its affiliate, New English Teas Limited, in establishing a U.S. company for the supply of its teas to Costco in various parts of the U.S.
- SEBL Group Inc. and its parent, Smile Lab Solutions Limited, a U.K. dental product company, in a revolving credit and factoring agreement with a financial institution to provide credit cards to its sub-prime customers to purchase the company's products.
- Cappfinity Limited, a U.K. company, in expanding its HR technology business to the U.S.
- Star Brands, North America, Inc. and its parent United Biscuits of London, UK, both of which are part of pladis, one of the world's largest confectionary and biscuit snack companies, which in turn is owned by Yildiz Holding A.Ş., one of the largest companies in Turkey. We advised on corporate, employment, real estate, and intellectual property law matters.
- Godiva Chocolatier, which is also owned by Yildiz. We provided general corporate advice relating to the Godiva core business and also advised Godiva on its real estate portfolio, including the closing of all retail locations in North America.
- DEM Solutions Limited, a Scottish company, in the U.S. aspects of its sale to a U.K. subsidiary of Altair Engineering Inc., a global technology company. DEM Solutions is the maker of EDEM, the market leader in Discrete Element Method (DEM) software used for the virtual testing of equipment in the manufacturing, mining, and process industries.
- Conversocial Limited, a U.K. company that provides customer service software, in its acquisition of Assist Megacorp, Inc., a California-based messaging platform company.
- SamSoft Solutions, Ltd., a U.K. software development, website design, data recovery, and IT security service provider, in negotiating certain debt instruments preliminary to an acquisition by a U.S. company.
- Lucid Group Communications Limited, a U.K.-based healthcare communications company, in its assessment of a merger and acquisition opportunity in the US.
- Assisted in the acquisition by our client Humboldt Capital Corporation of Tornado Global Hydrovacks in Canada.
- Advised on the acquisition by our client Manito Energy Inc. of all of the outstanding common shares of Raimount Energy Inc. in Canada.
- Counseled on the acquisition by our client Seabridge Gold Inc. of SnipGold Corp. in Canada.