

## International | U.S. Cross-Border

Because of the firm's New York-New Jersey gateway location, we have developed a robust position of cross-border transactions for foreign clients doing business in the U.S. For over 20 years, our multi-disciplinary team has been advising foreign based companies in corporate and business matters, corporate governance and compliance issues, real estate, intellectual property, employment and labor, licensing and distribution, mergers and acquisitions, joint ventures, finance, tax and other matters. We also represent foreign clients in resolving disputes with U.S.-based business partners in federal and state courts (and arbitration tribunals) as well as handle class action litigation for products-related claims.

Through our relationship with a wide network of foreign lawyers throughout the Americas, Europe and the Far East, we have the ability to respond quickly and efficiently to the multi-jurisdictional needs of clients. Members of the Firm are actively involved and serve in leadership positions in international legal organizations. As a result, we are able to become integral team members of the legal teams of our international clientele.

### Representative Matters

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- We represented a global leader in the immunodiagnostics market and an international player in the in vitro diagnostics market in the acquisition of a product line for the diagnosis of HIV, HCV and HBV infections from Abbott Diagnostics. Abbott was represented by Baker & McKenzie.
- We represented the Special Independent Committee of the Board of Directors of a New York Stock Exchange-listed pharmaceutical company in considering the company's strategic alternatives which resulted in a merger agreement valued at U.S. \$346 million with Nycomed, headquartered in Zurich, Switzerland. Deutsche Bank Securities Inc. acted as advisor to our client. Nycomed was represented by Dorsey & Whitney and Morgan Stanley was the financial advisor.
- We represented an international engines and transportation manufacturing unit of a European-based automobile manufacturer in the acquisition of Chrysler's Tritec Motors plant for \$150 million including R&D costs. Chrysler was represented by Schulte Roth & Zabel.
- We advised a major international conglomerate and several of its holdings, headquartered in Italy, in numerous transactions:
  - A \$116 million acquisition of Carbomedics, a manufacturer of mechanical and biological heart valves, from Zurich-based Centerpulse (NYSE:CEP).
  - The acquisition of COBE CV, an international cardiovascular device business for \$267 million from Gambro AB, a Swedish medical device company pursuant to a managed sale auction;

## Sills Cummis & Gross P.C.

we simultaneously sold the Heart Lung Machine Division to Baxter to obtain U.S. antitrust clearance.

- The purchase of the Shiley Cardiovascular Division, with operations in 17 countries, from Pfizer Inc. for \$280 million.
- The sale of its diagnostic business to American Standard for \$250 million including a 51% interest in INCSTAR, a Nasdaq-listed company.
- We have advised a large German conglomerate, on an ongoing basis, on corporate governance and compliance issues and on potential acquisitions, joint ventures and joint marketing on such expansion projects and on a more than \$1 billion cross-border managed auction process to purchase additional product lines.
- We represented an Italian specialty chemical public company in the formation of a Canadian specialty chemical joint venture introducing a new technology into the North American pulp and paper industry.
- We represented a Nasdaq-listed life sciences company in its strategic alliance with a New York Stock Exchange-listed international pharmaceutical company. The strategic alliance involved the creation of a joint venture company with technology licenses by each joint venture party and a significant investment in our client by the New York Stock Exchange-listed international pharmaceutical company.
- We represented a chemical company in its sale of a New Jersey chemical plant to a Canadian conglomerate.
- We represented a New York Stock Exchange-listed plastics company in its purchase of a polyvinyl chloride plant in Burlington, New Jersey. The seller was Occidental Petroleum. Subsequently, we sold the plant to a Japanese company in connection with a re-positioning within the industry.