

OUR PRACTICE

Cross-Border Business Team: China

Baker Donelson's Cross-Border Business Team provides an array of cross-border services to our Chinese clients geared specifically to expand their businesses in the U.S. We advise clients on a full range of legal services, including trade, foreign direct investment, corporate, mergers and acquisitions, litigation, real estate, immigration, labor and employment, intellectual property, shipping and federal public policy.

Our Chinese clients operate in a wide variety of industries, from automotive and advanced machinery manufacturing to energy resources, medical devices and information services. We represent entities of all sizes, from single individuals seeking opportunities for investment abroad to major multinational corporations.

Cross-Border Business and Trade Compliance

We believe that we can best serve our Chinese clients by providing them with the internal compliance mechanisms to minimize the risk for violations before a violation actually occurs. Our team has extensive experience in U.S. regulation of international business and inbound Chinese investment, including foreign investment reporting requirements, CFIUS, CTPAT and the "Reasonable Care" guidelines from Customs and Border Protection (CBP). We also routinely advise U.S. affiliates and subsidiaries of Chinese companies regarding compliance with U.S. export laws and provide them with training and compliance materials that meet all U.S. FCPA, antiboycott, and OFAC requirements.

Foreign Direct Investment (FDI)

We advise Chinese companies the most advantageous structure for their deals, assist in evaluating potential business partners and locations and perform due diligence on potential companies or assets for acquisition. We guide clients through the entity formation, tax structure, incentives, immigration, general corporate governance, employment matters, antitrust, securities, real estate and other laws relevant to a transaction. Our attorneys provide inbound companies with on-the-ground, strategic counsel, capitalizing on their long-standing relationships and experience with state and local government entities, economic and community development groups, chambers of commerce, industrial development boards and utility providers. We work with industrial development agencies and departments of economic and community development, revenue, transportation, environment and conservation to secure economic incentives for our clients, including Payment in Lieu of Tax (PILOT) agreements, tax increment financing (TIF) arrangements, tax-sharing agreements and central business improvement districts, among others.

Corporate and Business Transactions

Our business attorneys are highly skilled in the full range of corporate transactions important to domestic and foreign businesses, including stock and asset acquisitions, mergers, going private transactions, corporate spin-offs and joint ventures. They also advise clients in areas including securities, corporate governance, corporate finance, business planning, entity formation and commercial and international transactions.

Immigration/EB-5 Employment Creation Investors

Our immigration attorneys know the arcane rules and processes to coordinate the global movement of business personnel. Our team leader served as Chief Counsel and Acting Director of U.S. Citizenship & Immigration Services (USCIS) and is the author of Immigration Practice, a respected practical treatise republished annually. We advise our Chinese clients in all types of business-based temporary and permanent immigration status, including specialty occupations (H-1B), individual and blanket international transferee programs (L-1), traders and investors (E-1/E-2/EB-5), national interest waivers (EB-2) and Extraordinary ability and outstanding researchers (O-1,EB-1). We advise and advocate for developers, regional centers and foreign national investors in relation to the EB-5 employment creation program. We also clarify rules and policies with USCIS, soliciting input from the Department of Commerce when direct foreign investment is concerned. In addition, we craft securities offerings, edit business plans, and prepare filings by regional centers and investors seeking program designation, project pre-approval, investor petition approval, and removal of conditions. We seek administrative solutions in difficult cases, develop strategies for filing persuasive responses to USCIS Requests for Evidence and other Notices, and appeal or litigate adverse determinations. Our immigration attorneys also assist clients in public policy development, including program extensions and law changes.

Technology and Intellectual Property

We have broad experience in patent representation, trademark disputes and branding concerns for our clients. We help our Chinese clients manage their intellectual property assets as an integral part of a comprehensive business and competition strategy. Our attorneys are experienced in formulating overall intellectual property strategy, including substantive analysis and recommendations for branding protection of intellectual property interests. Our work includes branding audits for clients as well as brand protection work for Chinese companies, including name dispute proceedings. We are able to offer strategy for resolving difficult freedom-to-operate obstacles, negotiating licensing agreements, and effectively utilizing existing intellectual property portfolio to strengthen our clients' competitive positions. Our technology attorneys are experienced in mechanical, electrical, chemical and biochemical technologies. We have secured patents in a broad array of technologies, products and services.

Maritime/Shipping

We represent Chinese clients who are involved in all facets of marine transportation across the full range of shipping and maritime matters, such as domestic and international shipping, offshore oil and gas exploration, drilling and production, among others. We assist foreign protection and indemnity clubs, insurance companies and full underwriters, comprehensive general liability underwriters, maritime and employers' liability underwriters, vessel owners and operators, maritime construction companies, domestic port and terminal operations and shipyards. With the widening of the Panama Canal and the opening of new trade route to the U.S. Gulf Coast from China, our maritime attorneys can utilize their knowledge and experience to assist Chinese companies take advantage of this new global trade opportunity.

White Collar Crime Defense and Government Investigations

Few companies or executives plan for a criminal investigation. But in the complex regulatory environment facing modern businesses, few corporations can safely assume that their operations and employees are immune from government investigations and even prosecution. For many companies, the very existence of such probes can do substantial damage. When the stakes are highest, corporations and individuals need lawyers versed in the unique challenges of such cases. Drawing on backgrounds in state law enforcement, heavily regulated industries, Department of Homeland Security, Department of Justice, Federal Bureau of Investigation and various government agencies, our attorneys limit client exposure in government and internal investigations of employee wrongdoing, and defend companies and executives in parallel proceedings

involving agency litigation, civil lawsuits and criminal prosecutions. We counsel and defend clients from every industry, from Boston to Los Angeles and from London to Tokyo.

Federal Public Policy

In today's fiercely competitive business environment, Chinese companies with access to sound policy advice often hold a significant advantage. Staying in step with legislative and regulatory developments, knowing how to reach Washington's decision-makers with your messages and mapping clear strategies for affecting public policy are key to opening up new opportunities and creating success for your company. The Public Policy Group at Baker Donelson can provide Chinese clients with long-term strategic counsel as well as day-to-day representation, helping to protect and advance your interests throughout the course of federal policy-making. The group was founded by former U.S. Senate Majority Leader, Chief of Staff to the President of the United States and former Ambassador to Japan, Howard Baker. The unique qualifications and extensive experience of our bipartisan team can provide a valuable tactical advantage.

✎ 环球业务团队: 中国业务

着手本地，全放眼球

贝克·唐纳森的环球业务团队为中国客户在美国的业务发展提供多种跨国法律服务，包括有关国际贸易、海外直接投资、公司法务、并购、诉讼、不动产、移民、劳动雇佣、知识产权、海事、海运和联邦公共政策等方面的服务。我们的中国客户来自各行各业，从汽车工业，高端机械制造，能源工业，到医药和信息服务业；且规模各异，从大型跨国企业到寻求海外投资的个人不等。

国际商务及贸易合规

我们相信，服务中国客户的最好方式是在违规现象实际出现之前协助其建立完善的内部合规机制，以最大程度地降低违规风险。我们的团队在美国国际贸易法律和引进中国投资方面具有丰富经验，包括关于外国投资的报告要求、外国投资委员会（CFIUS）程序、海关-商界反恐伙伴计划（C-TPAT）、以及美国海关与边境保护局与之相关的“合理注意”标准。我们为中国公司在美国的关联公司和子公司提供日常的、关于遵守美国出口法律的咨询，并为其提供法律培训和关于美国反海外贿赂法（FCPA）、反联合抵制法（Anti-Boycott Laws）、和美国财政部海外资产控制办公室（OFAC）程序的咨询。

海外直接投资

我们为中国客户建议最有利的交易结构，协助评估潜在合作伙伴和商业地点、并对潜在并购或资产收购标的进行尽职调查。我们在实体组建、税务结构、激励机制、移民、公司日常管理、劳动雇佣、反垄断、证券、不动产等其它方面为客户提供全面的法律服务。我们的律师为入境企业提供即时的、战略性的咨询，以其与各州及地方政府部门、经济与社区发展组织、商会、行业促进组织、公共事业企业的长期关系和经验使客户受益。我们与行业发展、经济与社区发展、税收、交通、环境保护等部门合作，使客户获得各类经济优惠，包括与税费代收协议（PILOT）、税金增额融资（TIF）、税赋分摊协议（Tax Sharing Agreements）、和中心商业区改造项目相关的优惠。

公司法务和商务交易

我们的公司法和商法律师为国内和跨国公司在公司法和商法方面提供高水准服务，包括股权和资产收购、兼并、上市公司转为非上市公司、公司分立及合资。他们还为客户在证券、公司管理、融资、商业规划、实体组建、商业交易和国际业务等其他领域提供咨询服务。

移民/EB-5投资移民

我们的移民律师对移民法的冷僻规定和程序 具有精深的了解并依此协助全球商务人员的 流动。我们移民团队的领导曾任美国公民及 移民服务局（USCIS）的首席法律顾问和代理 局长，是本领域著名专著《移民法实务》的作 者。我们为中国客户就基于商务活动的各类非 移民临时身份或永久移民身份提供法律咨询，范围包括专业技术人员（H-1B）、跨国公司 单独或集体批准的派遣人员（L-1）、从事贸 易人员和投资者（E-1/E-2/EB-5）、国家利益 豁免（EB-2/NIW）、以及特殊技能与杰出人 才（O-1/EB-1）身份。我们就 EB-5就业创造项 目为开发商、区域中心和外国投资者提供法律 意见和法律代理服务，同时对美国公民及 移民 服务局的规定和政策进行澄清，并在涉及外 国直接投资的情况下向美国商务部征求意见。此外，我们 为客户处理证券发行，修订商业计 划，代表区域中心准备并提交项目指定申请和 项目预先批准申请，并代 表投资者准备并提交 身份申请和条件免除申请。我们在处理棘手案 件时寻求行政解决，在美国公民及移民 服务局 发出补充证据或其它要求时提供有效回应的策 略，并在不利决定发出后进行行政上诉或法院 诉讼。我们的移民律师也在公共政策方面协助 客户，请求项目延期或扩大范围。

科技和知识产权

我们在专利代理、商标争议解决和品牌保护 等方面具有广泛的经验。我们协助中国客户将 管理知识产权资 产转变为总体业务和竞争策略 的组成部分。我们在规划总体知识产权战略上 具有丰富的经验，包括对品牌 和知识产权保护 提出实质性的分析和建议。我们的服务包括品 牌审计、中国品牌保护及与之相关的争议处 理。我们提 供策略和方案以解决可实施性问题，谈判许可证贸易协 议，并有效地利用客户现有知识产权资 产加强总体竞争 力。我们的科技律师在机械、电子、化学和生化科技方 面具有极其丰富的经验。我们协助 客户在不同的科技、产品和服务等领域内获得了大量的专利权。

海事、海运

我们代表中国客户处理涉及海运、海事各个方面的事 宜，范围包括国内、国际海运及海洋石油和天然气的 勘 探、钻井、和生产。我们为外国船东互保赔协会、保 险 公司、完全险保险人、综合一般责任险保险人、 海事及 雇主责任险保险人、船舶所有人和经营人、海洋工程建 设公司、港口、码头营运人及船厂提供法律 服务。随着 巴拿马运河的拓宽和从中国到墨西哥湾新商业航线的开 启，我们的海商律师可以运用他们的 知识和经验协助 中国客户更好地利用这个国际贸易新契机。

白领犯罪辩护和政府调查

鲜少有企业和高管会对刑事侦查未雨绸缪。但是在现代商业面临的复杂法规环境下，几乎没有企业能确实 断定自身经营和员工会在政府调查乃至诉讼中绝对安然无恙。而对许多企业来说，仅就调查或诉讼存在的本 身就可对企业的发展造成实质性的危害。当赌注很高时，这些公司和个人客户需要律师熟谙类似案件中的 独特挑 战。我们的律师多有在州法律执行，高度监管的行业，以及在国土安全部，司法部，联邦调查局， 和其他政府机构领域的执业背景。 他们能有效地减少客户在政府或企业内部对员工不当行为调查中的曝光 ，为企业和高管在涉及政府诉讼，民事诉讼，或刑事指控的平行诉讼流程中提供辩护。从波士顿到洛杉矶， 从伦敦到东京，我 们竭诚为各个领域的客户提供法律咨询和辩护服务。

联邦公共政策

在目前竞争激烈的商业环境下，公共政策方面的法律服 务对于中国公司而言是一个明显的优势。及时了解 国会立法和联邦行政法规的发展，熟知如何使华盛顿的决策者了解你的意图，制定影响公共政策的策略， 是你公司 创造新机遇并成功关键。贝克•唐纳森的公共政策团队可 为中国客户提供长期的战略性咨询和日

常代理服务，在联邦公共政策的制定过程中保护并促进你公司的利益。我们公共政策团队创始人是曾经担任美国参议院多数党 领袖、白宫办公厅主任、和美国驻日本大使霍华德•贝克先生。这一跨党团队独特资历和丰富经验具有可贵的优势

出版物

- "特朗普退出伊核协议：公司是否还能在伊朗开展业务？"（2018年5月）