



STEINPICHLER

RECHTSANWÄLTE • STEUERBERATER

**Cross Border Transactions
Law, Terms and Dispute Resolution**

Agenda

International law

Payment in international trade

World Trade Organization (“WTO”)

Dispute Resolution

Harmonization of international law

Excerpt of an article in „the economist“ of 2013

“IN 2012 ICBC, a state controlled Chinese company that is the world’s most valuable bank, bought four fifths of the Argentine subsidiary of Standard Bank, a South African firm. The deal was hailed as a leap forward for “SouthSouth” cooperation. ICBC was represented by Linklaters, an English firm, and Standard Bank by Jones Day, an American one. The deal was made under English law, with any differences to be settled in an English arbitration centre.

Though emerging markets now account for over half the world’s GDP, 40% most frequently did business using English law and another 22% American, generally the law of New York state. No other country’s law got a significant share.

Of the world’s 100 highest grossing law firms, 91 have their headquarters in one of the two. America’s legal sector is bigger than the GDP of Peru. The New York offices of American firms earn around \$1.8 billion annually from international dispute resolution. Almost two thirds of litigants in English commercial courts are foreign. At 1.5%, the legal sector’s share of British GDP is nearly double that in other big European countries.

The incumbents’ biggest advantage is that they have common law systems with centuries of binding precedent. That means they offer as much certainty as any jurisdiction can. Common law also permits almost any terms in a contract. Civil systems place more restrictions on acceptable clauses, and often consider the interests of third parties, such as workers or consumers. “

International Law I

1. International Commercial Law
2. International commercial contracts
3. Convention on the International Sale of Goods (“CISG”)
4. UNIDROIT
 - Principles of Transnational Civil Procedure
 - **General rules for international commercial contracts**

International Law II

Incoterms 2010

- Contract of carriage of goods
- Title to sue
- Who to sue
- Insurance in international trade
- A CIF
- FOB
- Marine insurance
- Aviation Insurance

Payment in international trade

Cash in Advance

Open Account

Bills of Exchange

Documentary Bill

Documentary Credits

World Trade Organization (WTO) / Intellectual Property

The World Trade Organization- function

Regional trade blocs

Antidumping and countervailing measures

International contracts relating to intellectual property (IP)

International Dispute Resolution

International commercial litigation and conflict of laws

Institutional Arbitration

Ad hoc Arbitration

Conflict of laws rules in relation to private commercial disputes

International trade fraud

Pro and contra of arbitration

Harmonisation of international commercial law

UNCITRAL

UNIDROIT

Principles of International Commercial Contracts

Hague Conference on Private International Law

ICC

International Conventions relevant to international sale of goods

UN Convention on the Limitation Period in the International Sale of Goods 1974

UNIDROIT Convention on Agency in the International Sale of Goods 1983

UN Convention on International Bills of Exchange and International Promissory Notes 1988

THE LAW FIRM

Founded in 2006, STEINPICHLER law firm provides high quality legal services to individuals, investors and medium- and large-sized businesses in ongoing business relationships.

A continuously growing team of (actually more than 30) lawyers, tax advisors and accountants, situated in in Munich, Halle (Mid Germany), and Halle (Eastern Germany) are ready to take on national and international company and real estate transactions in Germany as well as all other major business centers of the world (in particular Austria, Italy, Switzerland, Russia and the USA).

Corporate and commercial practice forms the basis of STEINPICHLER's work profile in its legal and tax advisory capacity.

In particular we advise clients on: corporate law, banking and capital markets law, tax law, insolvency law, commercial real estate law and matters relating to company succession. Employment and insurance law also characterize the firm's focus. We develop tailor-made, innovative and sustainable solutions for our clients.

SERVICES FOR FOREIGN CLIENTS

Given to several long term business relationships of the managing partners of the law firm to clients from Russia, USA, South America, middle east and all over Europe, we provide also legal services regarding Visa, permit of residence and business formation especially for clients from Russia and middle east.

We also offer investors wishing to do business in Germany, Europe and the USA not only legal and tax, but also economic advice. We support the investors from the outset, addressing questions relating to visas and residence permits to sustainable investment decisions and the development of business activities in Germany.

We always observe specific tax requirements in the formation of companies and the acquisition of property.

CORPORATE LAW

Our firm represents enterprises in all areas of corporate law, especially company law, banking and capital markets law, commercial law, general civil law and employment law including tax law, penal tax law and inheritance law.

Our team of experienced lawyers also supports companies, senior managers and executive staff in all their personal needs and concerns, including legal obligations faced by the company such as statutory social security.

The long-standing cooperation with Husemann, Eickhoff, Salmen & Partner GbR, a firm with a focus on tax advice and accounting, allows us to provide our clients with comprehensive, inter-disciplinary national and international tax and company law advice. Additionally, the firm Huseman is part of a global network due to the close ties with Moore Stephens Audit AG.

COMPANY LAW

Effective company law advice is crucial to companies and entrepreneurs alike. We are able to create solutions for and support our clients at every relevant stage.

When a company is formed we ensure that the essential building blocks are already in place: the optimal legal form taking tax law aspects into account, considered drafting of the articles of association, necessary structural measures as well as corporate recovery or liquidation of the company. Our extensive corporate expertise and industry knowledge allows us to think creatively and formulate advice to suit our clients' economic goals.

Areas of expertise:

- The formation of companies and their legal structuring/(re)structuring
- Conversions, mergers, acquisitions and restructurings
- Joint Ventures
- Corporate disputes
- Advice with regard to shareholder and annual general meetings (preparation and implementation)
- Employment contracts with company bodies
- Judicial and arbitral representation

TAX LAW

We provide our clients with expert advice covering all aspects of national and international tax law. Alongside this advisory function we also represent our clients in disputes with fiscal authorities and in legal proceedings before finance jurisdictions.

Areas of expertise:

- Financial statements, accounting, wages and tax returns
- Limited liability companies and partnerships
- Developing tax structures for the transfer of assets/inheritance/company succession
- Inheritance and capital transfer tax
- Creation and development of new financial products in a tax effective way
- Real estate, investments, company pension schemes
- Legal representation in finance jurisdictions
- Criminal tax law and voluntary disclosure

COMMERCIAL REAL ESTATE LAW

Commercial real estate law deals with the interface of key commercial law aspects in real estate transactions.

When confronted with complex tax specific questions, we consult with experts in our law firm and our cooperation partners.

Areas of expertise:

- Real estate transactions, in particular the sale and acquisition of real estate and real estate portfolios
- Corporate and tax law structuring
- Development and negotiation of possible funding opportunities
- Creation and negotiation of contracts for the acquisition of property and share purchase contracts

LITIGATION, DISPUTE MANAGEMENT, CLAIM MANAGEMENT

As legal disputes pose incalculable risks for companies and individuals alike, the firm adopts a precautionary approach towards litigation, first seeking solutions outside generally confrontational legal proceedings. Establishing reserves, financial risks and damage caused by a negative public image are significant factors which influence the avoidance of legal proceedings in the networked world of the 21st century.

Where litigation or arbitration does ensue, we can provide our clients with experienced lawyers. Securing the client's position is always our main aim when developing cost-effective and interest-oriented litigation tactics. This includes the results-oriented suggestion of generating an out-of-court settlement, at different stages of a case.

The judgment enforcement department feeds their claims back through a well-designed and effective claims management system, which ensures it is enforced against the opposing party. Our firm is also familiar with large collection mandates. High success rates demonstrate the successful work of our experts in this field.

TRANSPORT AND FORWARDING LAW

Transport and forwarding law regulates the transport of goods. It is characterized by commercial, traffic, insurance, civil liability and, frequently, international legal rules. Sound advice on transport law is continually growing in importance due to globalization and the internationalization of products and trade. Transport law includes inter alia the law of national and cross-border air transport, inland waterways and railways, the law of the transport of dangerous goods in addition to customs laws.

We advise transport and logistics companies as well as individuals in all transport and forwarding legal matters. We therefore support our clients in the preparation, creation and inspection of contracts as well as advising on the bringing of compensation and recourse claims.

In addition we advise on the bringing of transportation insurance law claims and preparation of employment contracts in the transport business. The scope of our practice includes representation in penalty and criminal law proceedings in connection with the activities of professional drivers and transportation of dangerous goods.

STEINPICHLER

RECHTSANWÄLTE • STEUERBERATER



Christian Steinpichler, the founder of STEINPICHLER law firm, and Christian Hansen, both managing partners of the law firm, have an over 15 year experience as attorneys.

Before their career as lawyers, both had the chance to found, establish and build up international companies, successful in different sectors.

Their experience as leaders of two mid size companies helps to provide their clients with the necessary know how and contacts to establish and develop their businesses.

STEINPICHLER

RECHTSANWÄLTE • STEUERBERATER

www.steinpichler.de

STEINPICHLER Rechtsanwälte PartGmbH

Ottostraße 8

80333 München

Tel.: +49 / 89 / 2126852-0

Fax: +49 / 89 / 2126852-15

info@steinpichler.de



STEINPICHLER

RECHTSANWÄLTE • STEUERBERATER