

## **VOUS LANCER: DESTINATION USA**

# **The essentials for a successful US market entry from Canada**

Presentation by Me Thibault Vieilledent, attorney at Taft Stettinius & Hollister LLP («Taft») in Chicago.

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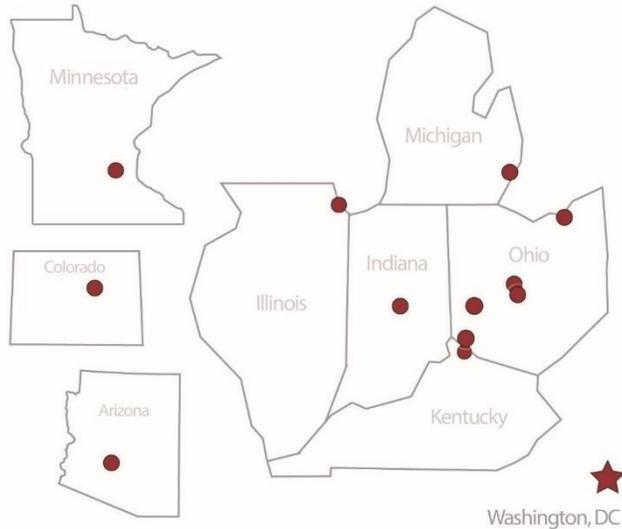
# Introduction to Thibault

- Born and raised in France
- Moved to the U.S. in 2014 and lived in Kansas City, Indianapolis, and Chicago
- Bachelor of Business Administration from the University of Missouri Kansas-City (2017) – Former Division 1 College Golfer
- Juris Doctor from Indiana University Maurer School of Law (2020)
- Masters in Tax Law from New York University (NYU) School of Law (2023)
- Legal practice focuses on Mergers and Acquisitions (M&A), startups, venture capital, and U.S. assistance for foreign companies
- Practice heavily with French companies and other foreign companies with U.S. operations



# Introduction to Taft

- Offices in **8** primary Midwest markets and the District of Columbia
- Founded in **1885**
- **875+** attorneys and over **1,500** total on our team



## THE VALUE WE BRING:

Bench strength and exceptional experience.



Full-service firm with representation across all industries.



Midwest footprint with a worldwide practice scope.



Dedicated leaders in our communities.

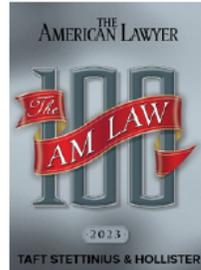
# Introduction to Taft

## AWARDS AND RECOGNITIONS



Recognized as a leading firm in 29 practice areas

69 Taft attorneys recognized in 17 practice areas



Taft is ranked No. 82 on the 2023 Am Law Top 100 List.



Best Law Firms Rankings  
20 National First-Tier Rankings.  
137 Metropolitan First-Tier Rankings.

Best Lawyers Rankings  
306 Taft attorneys are listed in the most recent edition of Best Lawyers.  
20 Taft attorneys are Best Lawyers' "Lawyers of the Year."



Recognized as one of the "Best Law Firms for Women" by Seramount. Only 50 law firms in the U.S. earned a spot on this list.



**Mansfield Rule**  
Certified Plus 2022-2023  
Powered by DIVERSITY.LAB

Awarded Mansfield 6.0 Certification Plus status, which recognizes firms that have at least 30% diverse lawyers in significant leadership roles.



Listed in BTI Consulting Group's Client Service A-Team ranking for 2022.

## Super Lawyers

97 attorneys named to the most recent list of Super Lawyers.

57 attorneys named to the most recent list of Rising Stars.

# Taft's Offices

- Taft has offices in **eight primary Midwest markets** and the District of Columbia:
  - Chicago, IL
  - Cincinnati/Northern Kentucky
  - Cleveland, OH
  - Columbus/Delaware, OH
  - Dayton, OH
  - Detroit/Southfield, MI
  - Indianapolis, IN
  - Minneapolis, MN
  - Washington, DC



# Key Practice Areas

- Business
- Bankruptcy and Business Restructuring
- Environmental
- Employment & Labor Relations
- Finance
- Government Contracts
- Intellectual Property
- International Tax
- Litigation
- Mergers and Acquisitions
- Paytech and Payment Services
- Privacy and Data Security
- Private Client
- Public Affairs Strategies Group
- Real Estate
- Tax
- Technology and AI
- Venture Capital and Emerging Companies

# Introduction to DS Lawyers



- A French firm with a global expansion
- Founded in Paris 50 years ago (1972) and established in Canada since the 2000s
- 7 offices in Canada and 5 in France
- French language services on every continent
- Multi-service firm thanks to the combined expertise of our lawyers - 360° service
- Boutique experience and VIP service

**4**

Continents

**14**

Countries

**26**

Cities

**400**

Lawyers



# Principal services – DS Lawyers



## Corporate Law

- Mergers and acquisitions
- Corporate Financing
- Commercial Real Estate
- Intellectual Property and Trade Marks
- International Trade and Custom Law



## Tax Law

- Corporate taxation
- Real estate taxation
- Income and asset taxation
- Tax audit procedures
- Tax litigation



## Labour and Employment Law

- Individual and collective work relationships
- Grievance arbitration
- Labour standards
- Employee benefits and pension plans
- Labor Law litigation



## Civil and Commercial Litigation

- Real estate and contracts
- Dispute prevention and resolution methods
- Administrative litigation or specialized tribunals
- Cross-border litigation
- Construction litigation
- Customs and international trade litigation
- Intellectual property
- Bankruptcy and Insolvency
- Arbitration and Mediation

# **I. Starting your business in the U.S.**

1. Opening a U.S. subsidiary
2. Acquiring an established U.S. business (M&A)
3. International contracts

# 1. Opening a U.S. Subsidiary

- What type of entity?
  - Limited Liability Company
  - Corporation
  - Others
- State of Formation?
  - Delaware (80%+ of new entities)
  - State of operation?
  - Foreign qualifications

# 1. Opening a U.S. Subsidiary (cont.)

- Governance and Corporate Documents
  - Directors, Managers, Board and Officers
  - Bylaws (Corporation) and Operating Agreement (LLC)
  - Shareholders' Agreement and Restrictions
- Difference in Taxation
  - LLC (passthrough)
  - Corporation (double taxation)

# 1. Opening a U.S. Subsidiary (cont.)

- Employees
  - At will employment (majority of employees)
  - Employment agreement (for executives)
    - Restrictive covenants
  - IP Protection
  - State specific differences

## 2. Acquiring an established U.S. Business

- Find a Target
- Enter into a Letter of Intent (LOI)
- Decide between the following options for your acquisition:
  - Asset Deal (“Achat d’actifs”)
  - Equity Deal (“Achat d’actions”)
  - Merger (“Fusion”)
- Perform business and legal due diligence, then proceed with the acquisition
- Committee on Foreign Investment in the United States (CFIUS)
- Corporate Transparency Act (CTA) and reporting requirements

# 3. International Contracts

- Importance of having contracts governed by U.S. Law
- Key differences with American contracts
- Importance of litigation provisions and removal of default rules
- Negotiations process
- Government contracts complexity

# II. Major Differences between the U.S. and Canada

- Common Law (U.S.) versus Civil Law (Quebec/France)
- Federal laws, State laws and Municipality laws
- The importance of having U.S. adapted contracts (especially in connection with litigation and the cost tied to it)
- Employees
- Immigration
- Taxation
- Others

# Let's stay in touch!



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# Let's stay in touch!

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