



## Sales & Distribution Agreements (including International)

At Masuda Funai, we evaluate, prepare and negotiate all types of contracts and agreements for our clients in their domestic and international business relationships with customers, suppliers, distributors, dealers, agents and sales representatives. Our skill in this area is both broad and deep, and includes the negotiation, documentation and enforcement of non-disclosure (NDA) and cooperation, sales representative and agency, distributorship and dealership, original equipment manufacturer (OEM), value added reseller (VAR), vendor managed and supplier managed inventory (VMI/SMI), and e-commerce agreements. We also advise on franchise law, product liability risk avoidance and supply chain operations and compliance, as well as antitrust implications for pricing and sourcing.

Our attorneys work with each business client to evaluate their options from both a legal and a business perspective and with consideration for the risks and benefits involving cost, result and timing. Our experience includes domestic and international counseling pertaining to vertical distribution rights pertaining to franchises, business opportunities and direct sales programs, including technology transfers. We regularly draft and finalize agreements and collateral documents that facilitate each clients' commercial objectives. Regardless of the distribution structure, we help our clients to create and maintain compliance programs pertaining to distribution-related registration, disclosure, filing and sales practices requirements in the U.S. and abroad.

Many of our clients are engaged in complex cross-border business relationships and transactions in Canada, Mexico, the Caribbean and elsewhere. We keep clients aware of changing business contract and agreement legalities in their relevant markets. While we focus on providing clients with certainty and dispute avoidance, there are distribution, sales and marketing circumstances that require — or cannot avoid — trial, arbitration or mediation. We carefully advise clients of the full array of risks and benefits involved in litigation and all alternative methods of dispute resolution and have extensive experience in trial and appellate courts and arbitration and mediation proceedings throughout the United States.