US Expansion Playbook

# Capitalizing & Funding Operations

July 2026

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NELSON MULLINS

# US Expansion Playbook Webinar Series

1. Choosing the Right US Entity
2. **Capitalizing & Funding Operations** (7/30/26)
3. Staying Compliant in the US (10/22/26)
4. State & Interstate Compliance (1/21/27)

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# Today's Presenters

**Justin Stenberg**
Partner, Forvis Mazars US

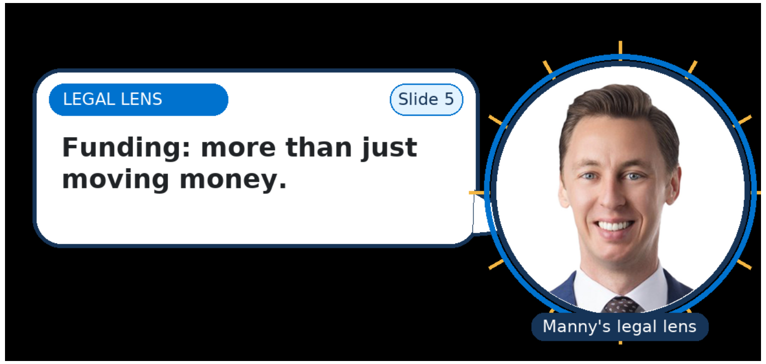
**Manny Schoenhuber**
Partner, Nelson Mullins

# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**

## Practical Considerations

- ➢Short- and long-term objectives of the organization.
- ➢Whether a future liquidity event may occur.
- ➢Working capital needs of the parent company and the U.S. operation.
- ➢Borrowing ability of U.S. operation.
- ➢Nature of the U.S. business operations.
- ➢Eligibility for benefits under an income tax treaty.
- ➢Taxability in the home country of U.S. profits/capital repatriated to home country.
- ➢Taxability of U.S. source dividends (30%, unless reduced by treaty).
- ➢Taxability of U.S. source interest (30%, unless reduced by treaty).
- ➢U.S. business's ability to repay the owner's investment.

# U.S. Expansion Playbook
## **Capitalizing & Funding Operations**




### Legal Lens: Capitalization Is More Than Tax

- ➢ Funding decisions affect more than cash flow and tax deductibility.
- ➢ The legal structure should answer <u>four</u> practical questions:

1) Who is providing the money? Parent, affiliate, bank, investor, founder, customer?
2) What is the legal character of the funding? Equity, debt, advance, contribution, payable, guarantee?
3) What rights does the funder receive? Repayment, interest, collateral, governance rights, conversion rights?
4) What happens if the U.S. business underperforms? Enforcement, subordination, insolvency, parent exposure?

A clean funding structure should align:

- ➢ Corporate approvals, Written documentation, Accounting treatment, Tax characterization, Commercial reality

👉 ***Funding can either reinforce the liability shield — or weaken it if handled informally.***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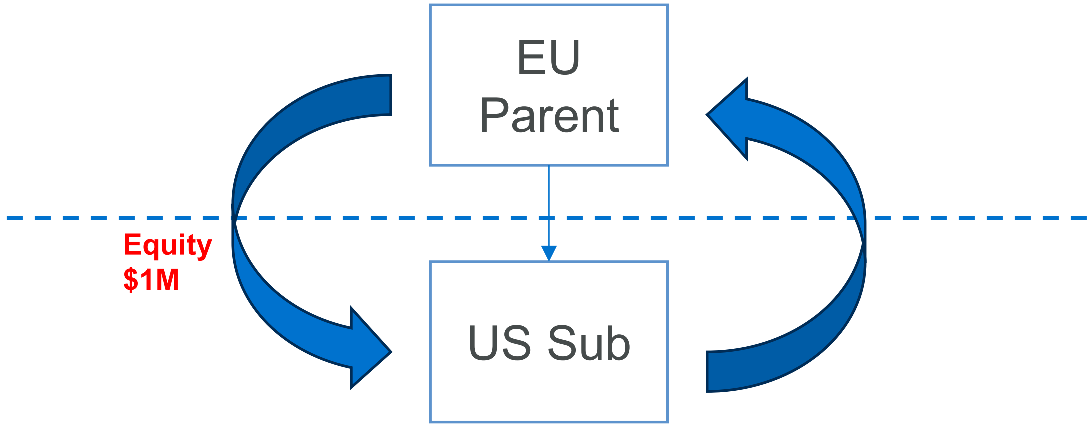
# U.S. Expansion Playbook
## Capitalizing & Funding Operations

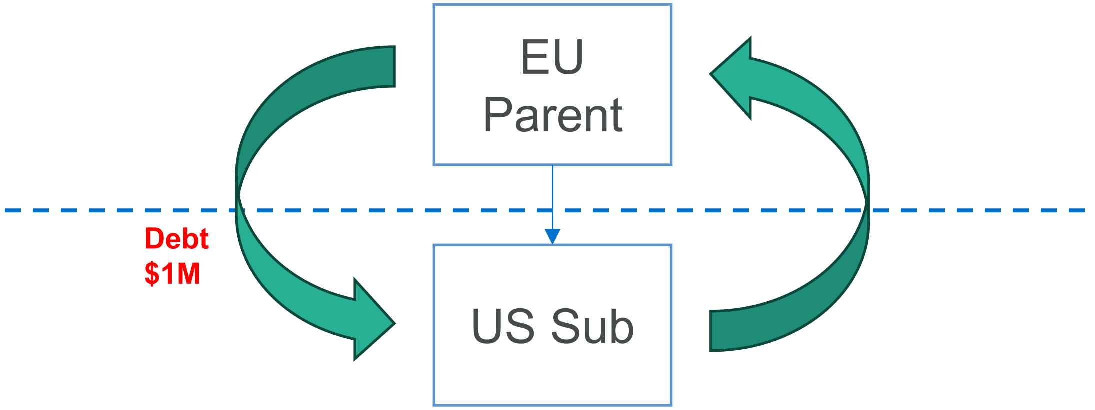
### DEBT

- Payment of principal is not deductible.
- Payment of interest is generally deductible.
- Interest deductions are subject to several limitations.
- Payment of dividend is not deductible.




### EQUITY

- Receipt of principal is generally not taxable.
- Receipt of interest is generally taxable.
- Receipt of dividend may be taxable (consider home country participation exemption).



# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**


## Debt vs. Equity: Legal Consequences

| If structured as Debt | If structured as Equity |
|---|---|
| Creates a creditor/debtor relationship | Creates an ownership/capital relationship |
| Should be evidenced by a note or loan agreement | Should be authorized by corporate action |
| Usually includes maturity, interest, default rights | Usually has no fixed repayment obligation |
| May be secured by collateral | Generally junior to creditors |
| May create insolvency or fraudulent-transfer concerns if not commercially reasonable | May affect ownership percentages, governance rights, and exit economics |
| Poor documentation can support recharacterization risk | Improper distributions can create corporate-law issues |

👉 ***The label is important — but the documents, conduct, accounting, and economics need to match the label.***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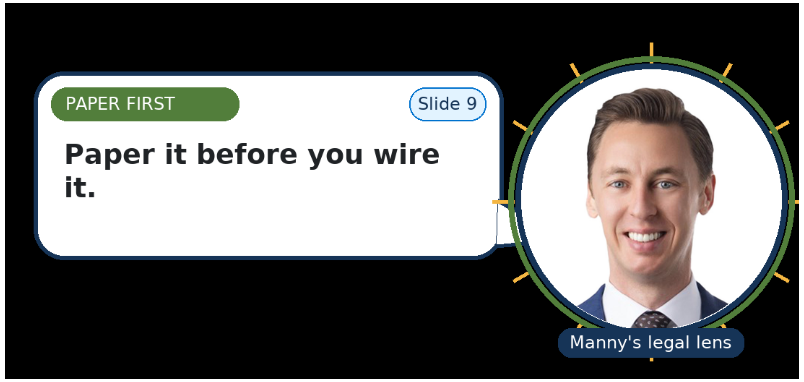
# Capitalizing & Funding Operations

## Determining Whether an Instrument is Debt or Equity

Factors to consider in determining whether a bona fide debtor-creditor relationship exists include:

- Whether there is a written unconditional promise to pay, on demand or on a specified date, a sum certain in money in return for an adequate consideration in money or money's worth, and to pay a fixed rate of interest;
- Whether there is subordination to, or preference over, any indebtedness of the corporation;
- Whether the holder possesses the right to enforce the payment of principal and interest;
- Whether the instruments give the holder the right to participate in the management of the issuer
- The ratio of debt to equity of the corporation;
- The label placed upon the instrument by the parties;
- Whether the instrument is intended to be treated as debt or equity for non-tax purposes, including regulatory, rating agency, or financial accounting purposes;
- Whether there is convertibility into the stock of the corporation; and,
- The relationship between holdings of stock in the corporation and holdings of the debt in question.
- Beware of trade payables and receivables.

# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**




## Intercompany Loans: Analyze Before You Fund It

Core legal documents:

- Board or manager approval by the U.S. borrower
- Parent/affiliate approval by the lender
- Promissory note or loan agreement
- Interest rate and payment mechanics
- Maturity date or demand feature
- Default rights and remedies
- If applicable: Subordination terms, security agreement, UCC financing statement

**Behavior matters:** Track principal and interest, avoid indefinite “open account” balances, make payments consistent with the documents, reconcile intercompany accounts regularly, and update documents when terms change.

👉 ***A related-party loan should look and operate like a real loan.***

# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**

## Deductibility of Interest

- First, interest is generally deductible in the period when interest is actually paid (IRC §263).
- Next, the deduction for interest is limited to the sum of (IRC §163(j)):
  - Business interest income;
  - 30% of the taxpayer's adjusted taxable income (i.e. EBITDA); and,
  - Floor plan financing interest expense
- Special rules apply in the case of original issue discount (“OID”) (IRC §163(e)).
- No deduction is allowed for interest on a “disqualified debt instrument” (IRC §163(l)).
- Interest disallowed under IRC §163(j) may be carried forward indefinitely.
- Limitation imposed under §163(j) generally does not apply to:
  - Small taxpayers:  Average annual gross receipts of less than $32 million.
  - Certain employee services, electing real property businesses, electing farming businesses, and excepted regulated utility businesses.

| Item | Amount |
|---|---|
| Adjusted taxable income | $100,000 |
| 30% of ATI | $30,000 |
| Business interest income | $20,000 |
| Floor plan financing interest | $10,000 |
| **IRC § 163(j) limitation** | **$60,000** |
| Business interest expense | $50,000 |
| Deductible business interest expense | $50,000 |
| Disallowed interest carryforward | $0 |

| Item | Amount |
|---|---|
| IRC § 163(j) limitation | $60,000 |
| Business interest expense | $75,000 |
| Deductible business interest expense | $60,000 |
| **Disallowed interest carryforward** | **$15,000** |

# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**

## Equity

The U.S. has specific distribution ordering rules (IRC §301(c)) that apply when determining whether a distribution is a taxable dividend.

A distribution generally constitutes a taxable dividend:

1. To the extent of current year corporate earnings and profits ("E&P").
2. To the extent of accumulated E&P.

Where amounts distributed exceed corporate E&P, the distribution is then classified as:

1. A tax-free return of capital to the extent of shareholder stock basis.
2. Payment in exchange for the hypothetical sale of the corporation's stock (i.e. gain).

Example: Assume a C corporation distributes $1,000 cash to its sole shareholder, the corporation has $500 of current and accumulated E&P, and the shareholder's stock basis is $300.

| Step | Amount | Result |
|---|---|---|
| Distribution | $1,000 | Total cash received |
| Dividend to extent of E&P | $500 | Taxable dividend |
| Return of stock basis | $300 | Nontaxable return of capital; stock basis reduced from $300 to $0 |
| Excess over E&P and basis | $200 | Gain from sale or exchange of stock |

**Trap For the Unwary: Nimble Dividend Rule**

- A corporate distribution may be a taxable dividend even if the distributing corporation has an overall deficit in E&P.
- A nimble dividend occurs where a corporation has current E&P but an overall accumulated deficit in E&P at year end.

# Capitalizing & Funding Operations

## United States Tax Compliance

- Form 1042: Annual withholding tax return used by a withholding agent to report certain U.S.-source income paid to foreign persons, tax withheld under Chapter 3 or Chapter 4, and payments reported on Form 1042-S.
- Form 1042-S: Information return used to report U.S.-source income paid to a foreign person and related withholding, generally on a recipient-by-recipient basis.
- Form 5472: Information return for certain foreign-owned U.S. corporations to report transactions with related parties.
- Form 5452: Corporate reporting form used to report non-dividend distributions, generally where distributions exceed the corporation’s earnings and profits and are therefore not taxable dividends either in whole or in part.
- Form W-8BEN-E: Certification form provided by a foreign entity to a withholding agent to establish foreign status, beneficial-owner status, FATCA status, and, if applicable, eligibility for a reduced rate of or exemption from U.S. withholding under an income tax treaty.

Note: These forms would generally not be filed by either a foreign individual or a foreign partnership.

# Capitalizing & Funding Operations

Form **1042-S**
Department of the Treasury
Internal Revenue Service

**Foreign Person's U.S. Source Income Subject to Withholding** **2026**
**Go to *www.irs.gov/Form1042S* for instructions and the latest information.**
UNIQUE FORM IDENTIFIER ☐ AMENDED ☐ AMENDMENT NO.

OMB No. 1545-0096
**Copy A** for Internal Revenue Service

1 Income code
2 Gross income
3 Chapter indicator. Enter "3" or "4"
3a Exemption code
4a Exemption code
3b Tax rate .
4b Tax rate .
5 Withholding allowance
6 Net income
7a Federal tax withheld
7b Check if federal tax withheld was not deposited with the IRS because escrow procedures were applied (see instructions) . . . . . . ☐
7c Check if withholding occurred in subsequent year with respect to a partnership interest . . . . . . . . . . . . . . ☐
7d Check if you are a qualified intermediary, withholding foreign partnership, or withholding foreign trust revising its reporting on Form 1042-S to report to a specific recipient . . . . . . . . . ☐
8 Tax withheld by other agents
9 Overwithheld tax repaid to recipient pursuant to adjustment procedures (see instructions) ( )
10 Total withholding credit (combine boxes 7a, 8, and 9)
11 Tax paid by withholding agent (amounts not withheld) (see instructions)
12a Withholding agent's EIN
12b Ch. 3 status code
12c Ch. 4 status code
12d Withholding agent's name
12e Withholding agent's global intermediary identification number (GIIN)
12f Country code
12g FTIN, if any
12h Address (number and street)
13i Recipient's U.S. TIN, if any
13j Ch. 3 status code
13k Ch. 4 status code
13l Recipient's GIIN
13m Recipient's FTIN, if any
13n LOB code
13o Recipient's account number
13p Recipient's date of birth (YYYYMMDD)
14a Primary withholding agent's name (if applicable)
14b Primary withholding agent's EIN
15 Check if pro-rata basis reporting ☐
15a Intermediary or flow-through entity's EIN, if any
15b Ch. 3 status code
15c Ch. 4 status code
15d Intermediary or flow-through entity's name
15e Intermediary or flow-through entity's GIIN
15f Country code
15g FTIN, if any
15h Address (number and street)
15i Room or suite no.
15j City or town
15k State or province
15l Country
15m ZIP or foreign postal code

**Form 1042-S:** Foreign Person's U.S. Source Income Subject to Withholding

- Annual information return.
- Used by U.S. withholding agents to report payments of withholdable U.S. source income to foreign parties.
- Reports any U.S. tax withholding.
- Reports foreign payee's eligibility for benefits under a tax treaty for a reduced rate of U.S. withholding.
- Also used for compliance with FATCA reporting (Foreign Account Tax Compliance Act).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# Capitalizing & Funding Operations

**<u>Form 5472:</u>** Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business

- Filed by corporations.
- Identifies foreign owners.
- Identifies related parties.
- Reports transactions among related parties and the reporting corporation.

Form 5472 (Rev. 12-2023) Page **2**

**Part III** **Related Party** (see instructions). All reporting corporations must complete this question and the rest of Part III.
Check applicable box: Is the related party a ☐ foreign person or ☐ U.S. person?

| | | |
|---|---|---|
| **8a** Name and address of related party | | |
| **8b(1)** U.S. identifying number, if any | **8b(2)** Reference ID number (see instructions) | **8b(3)** FTIN, if any (see instructions) |
| **8c** Principal business activity | | **8d** Principal business activity code |
| **8e** Relationship—Check boxes that apply: ☐ Related to reporting corporation ☐ Related to 25% foreign shareholder ☐ 25% foreign shareholder | | |
| **8f** Principal country(ies) where business is conducted | **8g** Country(ies) under whose laws the related party files an income tax return as a resident | |

**Part IV** **Monetary Transactions Between Reporting Corporations and Foreign Related Party** (see instructions)
**Caution:** Part IV **must** be completed if the "foreign person" box is checked in the heading for Part III.
If estimates are used, check here. ☐

| | | | |
|---|---|---|---|
| 9 | Sales of stock in trade (inventory) | 9 | |
| 10 | Sales of tangible property other than stock in trade | 10 | |
| 11 | Platform contribution transaction payments received | 11 | |
| 12 | Cost sharing transaction payments received | 12 | |
| 13a | Rents received (for other than intangible property rights) | 13a | |
| b | Royalties received (for other than intangible property rights) | 13b | |
| 14 | Sales, leases, licenses, etc., of intangible property rights (for example, patents, trademarks, secret formulas) | 14 | |
| 15 | Consideration received for technical, managerial, engineering, construction, scientific, or like services | 15 | |
| 16 | Commissions received | 16 | |
| 17 | Amounts borrowed (see instructions) **a** Beginning balance **b** Ending balance or monthly average | 17b | |
| 18 | Interest received | 18 | |
| 19 | Premiums received for insurance or reinsurance | 19 | |
| 20 | Loan guarantee fees received | 20 | |
| 21 | Other amounts received (see instructions) | 21 | |
| 22 | **Total.** Combine amounts on lines 9 through 21 | 22 | |
| 23 | Purchases of stock in trade (inventory) | 23 | |
| 24 | Purchases of tangible property other than stock in trade | 24 | |
| 25 | Platform contribution transaction payments paid | 25 | |
| 26 | Cost sharing transaction payments paid | 26 | |
| 27a | Rents paid (for other than intangible property rights) | 27a | |
| b | Royalties paid (for other than intangible property rights) | 27b | |
| 28 | Purchases, leases, licenses, etc., of intangible property rights (for example, patents, trademarks, secret formulas) | 28 | |
| 29 | Consideration paid for technical, managerial, engineering, construction, scientific, or like services | 29 | |
| 30 | Commissions paid | 30 | |
| 31 | Amounts loaned (see instructions) **a** Beginning balance **b** Ending balance or monthly average | 31b | |
| 32 | Interest paid | 32 | |
| 33 | Premiums paid for insurance or reinsurance | 33 | |
| 34 | Loan guarantee fees paid | 34 | |
| 35 | Other amounts paid (see instructions) | 35 | |
| 36 | **Total.** Combine amounts on lines 23 through 35 | 36 | |

# U.S. Expansion Playbook

## Capitalizing & Funding Operations

**Part III** **Claim of Tax Treaty Benefits** (if applicable). (For chapter 3 purposes only.)

**14** I certify that (check all that apply):

**a** ☐ The beneficial owner is a resident of ____________________ within the meaning of the income tax treaty between the United States and that country.

**b** ☐ The beneficial owner derives the item (or items) of income for which the treaty benefits are claimed, and, if applicable, meets the requirements of the treaty provision dealing with limitation on benefits. The following are types of limitation on benefits provisions that may be included in an applicable tax treaty (check only one; see instructions):

- ☐ Government
- ☐ Tax-exempt pension trust or pension fund
- ☐ Other tax-exempt organization
- ☐ Publicly traded corporation
- ☐ Subsidiary of a publicly traded corporation
- ☐ Company that meets the ownership and base erosion test
- ☐ Company that meets the derivative benefits test
- ☐ Company with an item of income that meets active trade or business test
- ☐ Favorable discretionary determination by the U.S. competent authority received
- ☐ No LOB article in treaty
- ☐ Other (specify Article and paragraph): ____________

**c** ☐ The beneficial owner is claiming treaty benefits for U.S. source dividends received from a foreign corporation or interest from a U.S. trade or business of a foreign corporation and meets qualified resident status (see instructions).

**15** **Special rates and conditions** (if applicable—see instructions):

The beneficial owner is claiming the provisions of Article and paragraph ____________

of the treaty identified on line 14a above to claim a ________ % rate of withholding on (specify type of income): ________

Explain the additional conditions in the Article the beneficial owner meets to be eligible for the rate of withholding: ________

**<u>Form W-8 BEN-E:</u>** Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities)

- Used by foreign entities to certify foreign status.
- Certify status for income tax purposes.
- Certify status for FATCA purposes.
- Report eligibility for treaty benefits.
- Withholding agent should obtain prior to making a withholdable payment.
- Generally valid for three years following the year signed.

# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**

## Documentation

**Transfer Pricing:**

- U.S. transfer pricing regulations require taxpayers to maintain contemporaneous transfer pricing documentation.
- Such documentation provides evidence that controlled transactions (i.e. related party transactions) meet the “arm’s length standard.”
- Where transfer pricing documentation is not prepared, a taxpayer has significant risk for assessment of penalties.
- IRS provides an interest rate “safe haven” which is deemed to be at an arm’s length.
- An arm’s length interest rate may not be equal to the parent company’s third-party bank borrowing rate.

**A Formal Note/Debt Agreement:**

- Unconditional promise to pay a sum certain in money.
- Principal amount stated clearly.
- Funding date and currency.
- Maturity date or demand feature specifying when principal is due.
- Fixed interest rate stated.
- Interest payment dates, including compounding, if any.
- Repayment schedule, or clear statement that principal is due at maturity or on demand.
- Borrower obligation not contingent on earnings, profits, distributions, sale proceeds, or other equity-like events.
- Creditor enforcement rights and remedies.
- Subordination and security terms.

**Accounting Records:**

- Separate accounts for related party items.
- Reconciliation of borrower accounts and creditor accounts.

**Tax Records:**

- W-8 Series form to document “foreign” status of beneficial owner of U.S. source income and eligibility for benefits under a tax treaty.

# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**


## Legal Documentation: What To Consider?

### For Equity Funding:

- ➢Board or manager resolutions; Capital contribution agreement or subscription documents; Updated cap table / ownership ledger; Evidence of funds transfer; Share certificates or membership-interest records, if applicable

### For Debt Funding:

- ➢Loan agreement or promissory note; Repayment schedule; Interest provisions; Default provisions; Subordination agreement, if applicable; Security agreement, if collateralized; UCC filing confirmation, if applicable

### For Ongoing Operations:

- ➢Intercompany services agreements; Cost-sharing / reimbursement arrangements; Parent guarantees; Treasury policies; Periodic account reconciliations

👉 ***If the company cannot explain the transfer two years later, the file is not complete.***

# Capitalizing & Funding Operations

## United States Branch Profits Tax ("BPT")

The branch profits tax is a second-level U.S. tax on certain foreign corporations operating in the United States through a U.S. branch rather than through a U.S. subsidiary.

- A foreign corporation engaged in a U.S. trade or business can be subject to two U.S. tax layers.
  - The regular U.S. corporate income tax on effectively connected taxable income.
  - BPT on the branch's dividend equivalent amount ("DEA").
- The policy is to approximate the result that would occur if the foreign corporation instead operated through a U.S. subsidiary that paid dividends to its foreign parent.
- A 30% tax on the foreign corporation's DEA is imposed in addition to the regular corporate income tax (21%).
- The tax base in determining the BPT is the DEA.
- Conceptually, if the branch reinvests earnings in U.S. assets, the DEA may be reduced; if the branch's U.S. net equity declines, the rules may treat that decline as a repatriation-like event that increases the DEA.
- BPT may be reduced pursuant to an income tax treaty.
- Interest paid by the U.S. trade or business of a foreign corporation is generally treated as if paid by a domestic corporation and may cause U.S. withholding-type consequences similar to interest paid by a U.S. corporation.

**DEA = Effectively connect E&P adjusted for changes in U.S. net equity (assets – liabilities)**

# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**


## Third-Party Funding: Securities Law Guardrails

**Potential Securities-Law Triggers:**

- Issuing shares, membership interests, convertible notes, SAFEs, or warrants
- Bringing in U.S. investors
- Offering investment opportunities to employees, advisors, customers, or business partners
- Using finders, consultants, or referral sources to identify investors
- Advertising or broadly marketing an investment opportunity

**Practical Guardrails:**

- Assume early that many capital-raising instruments may be securities — then confirm the analysis
- Identify an exemption before offering or selling
- Control who receives offering materials
- Avoid statements that could be interpreted as promises about returns or exit values
- Confirm investor qualification and documentation

👉 ***Parent funding is one thing. Raising money from third parties is another.***

# U.S. Expansion Playbook
## **Capitalizing & Funding Operations**

### Other Complex Situations

- Applicability of corporate global minimum tax—Pillar II—when designing capitalization structure.
- U.S. Base Erosion Minimum Tax (“BEAT”).
- Special rules applicable to controlled groups and affiliated groups with multiple U.S. members.
- U.S. gift and estate tax rules applicable to U.S. non-resident, non-citizens who own “U.S. situs” property, such as stock of a U.S. corporation.
- Cancellation or conversion of a U.S. subsidiary’s debt obligation to capital.
- Forgiveness of a parent company’s debt obligation.
- State and local credits and incentives.
- Variability in taxation among states.

# U.S. Expansion Playbook
# **Capitalizing & Funding Operations**


## Practical Takeaways: Legal Checklist Before Funding the U.S. Operation

👉 **Before money moves, evaluate:**

1) Structure – Which entity receives the funds, and is it debt, equity, advance, or reimbursement?
2) Authority – Have the correct approvals been obtained?
3) Documentation – Do the legal documents, approvals, and accounting records match?
4) Liability Protection – Is separateness between the U.S. entity and foreign parent preserved?
5) Collateral / Security – Are any liens, UCC filings, guarantees, or subordination rights required?
6) Tax Coordination – Does the legal form align with the intended tax treatment?
7) Future Flexibility – Will the structure work for future investors, bank financing, acquisitions, or exit?

# About Forvis Mazars

# U.S. Presence

## Leading U.S. Firm

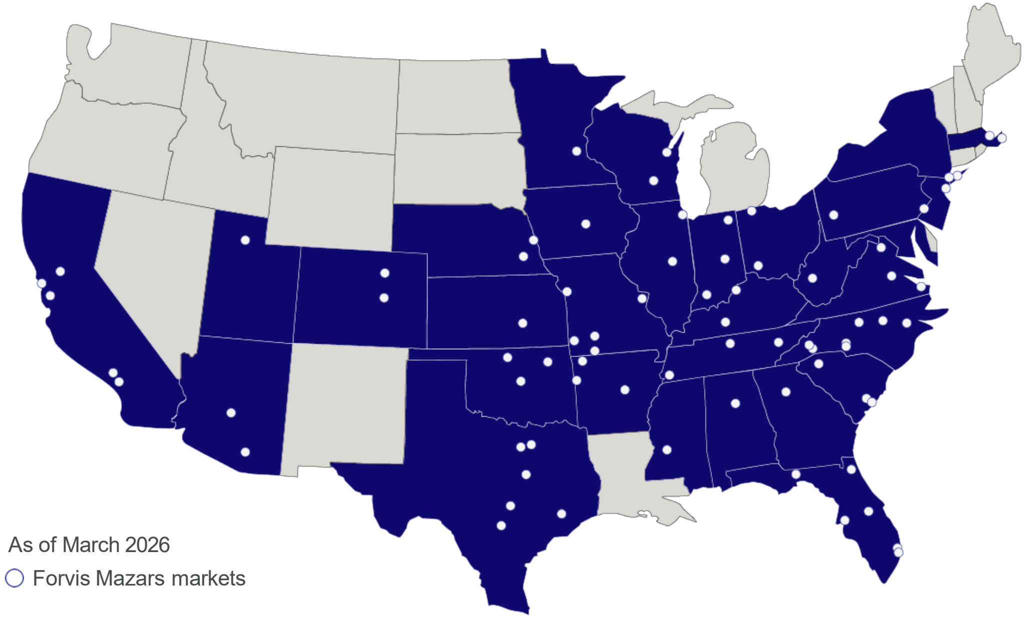
**$2.24B**
Revenue (FY 2025)*

**76**
Markets

**30**
States

**600+**
Partners & Principals

**7,000+**
Employees



As of March 2026
Forvis Mazars markets

**Alabama**
Birmingham

**Arizona**
Phoenix
Tucson

**Arkansas**
Fort Smith
Little Rock
Rogers

**California**
Irvine
Los Angeles
Sacramento
San Francisco
San Jose

**Colorado**
Colorado Springs
Denver

**Florida**
Boca Raton
Fort Lauderdale
Jacksonville
Orlando
Tallahassee
Tampa Bay

**Georgia**
Atlanta

**Illinois**
Chicago
Decatur

**Indiana**
Evansville
Fort Wayne
Indianapolis

**Iowa**
Des Moines

**Kansas**
Wichita

**Kentucky**
Bowling Green
Louisville

**Massachusetts**
Boston
Brewster

**Minnesota**
Minneapolis

**Mississippi**
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Springfield
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Long Island
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Oklahoma City
Tulsa

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Philadelphia-Metro Area
Pittsburgh

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Charleston
Greenville
Summerville

**Tennessee**
Knoxville
Memphis
Nashville

**Texas**
Austin
Dallas
Fort Worth
Houston
San Antonio
Waco

**Utah**
Salt Lake City

**Virginia**
Norfolk
Richmond

**Washington D.C. Metro Area**

**West Virginia**
Charleston

**Wisconsin**
Appleton
Madison

*FY 2025 revenue: period ending 5/31/25.



Updated 03/02/2026

# Global Presence

## Leading Global Network

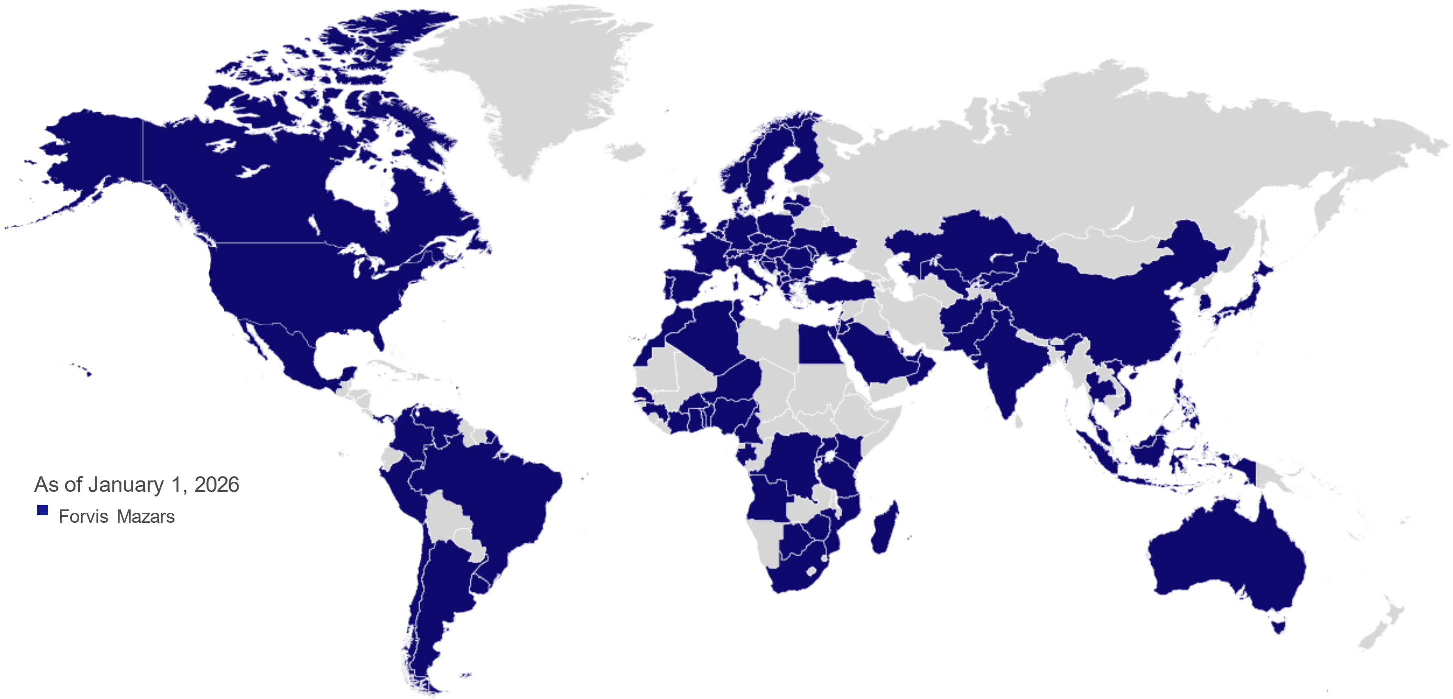
**$5.5+B**
Combined Revenue (2025*)

**100+**
Combined Countries & Territories

**400+**
Combined Offices & Locations

**1,800+**
Combined Partners

**40,000+**
Combined Employees



As of January 1, 2026
- Forvis Mazars

- Afghanistan
- Albania
- Algeria
- Angola
- Argentina
- Australia
- Austria
- Bahrain
- Belgium
- Benin
- Bermuda
- Bosnia and Herzegovina
- Botswana
- Brazil
- Bulgaria
- Burkina Faso
- Cameroon
- Canada
- Cayman Islands
- Chile
- China
- Colombia
- Côte d'Ivoire
- Croatia
- Cyprus
- Czech Republic
- Democratic Republic of the Congo (DRC)
- Denmark
- Egypt
- Finland
- France
- Gabon
- Germany
- Ghana
- Greece
- Guinea
- Hong Kong
- Hungary
- India
- Indonesia
- Ireland
- Israel
- Italy
- Japan
- Jordan
- Kazakhstan
- Kenya
- Korea
- Kosovo
- Kuwait
- Kyrgyzstan
- Latvia
- Lebanon
- Lithuania
- Luxembourg
- Madagascar
- Malaysia
- Malta
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- Mozambique
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- Philippines
- Poland
- Portugal
- Qatar
- Romania
- Rwanda
- Saudi Arabia
- Senegal
- Serbia
- Singapore
- Slovakia
- Slovenia
- South Africa
- Spain
- Sweden
- Switzerland
- Taiwan
- Tanzania
- Thailand
- Togo
- Tunisia
- Türkiye
- Uganda
- Ukraine
- United Arab Emirates
- United Kingdom
- United States
- Uruguay
- Uzbekistan
- Venezuela
- Vietnam
- Zimbabwe

*As of 8/31/2025

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# About Nelson Mullins

# Nelson Mullins Locations

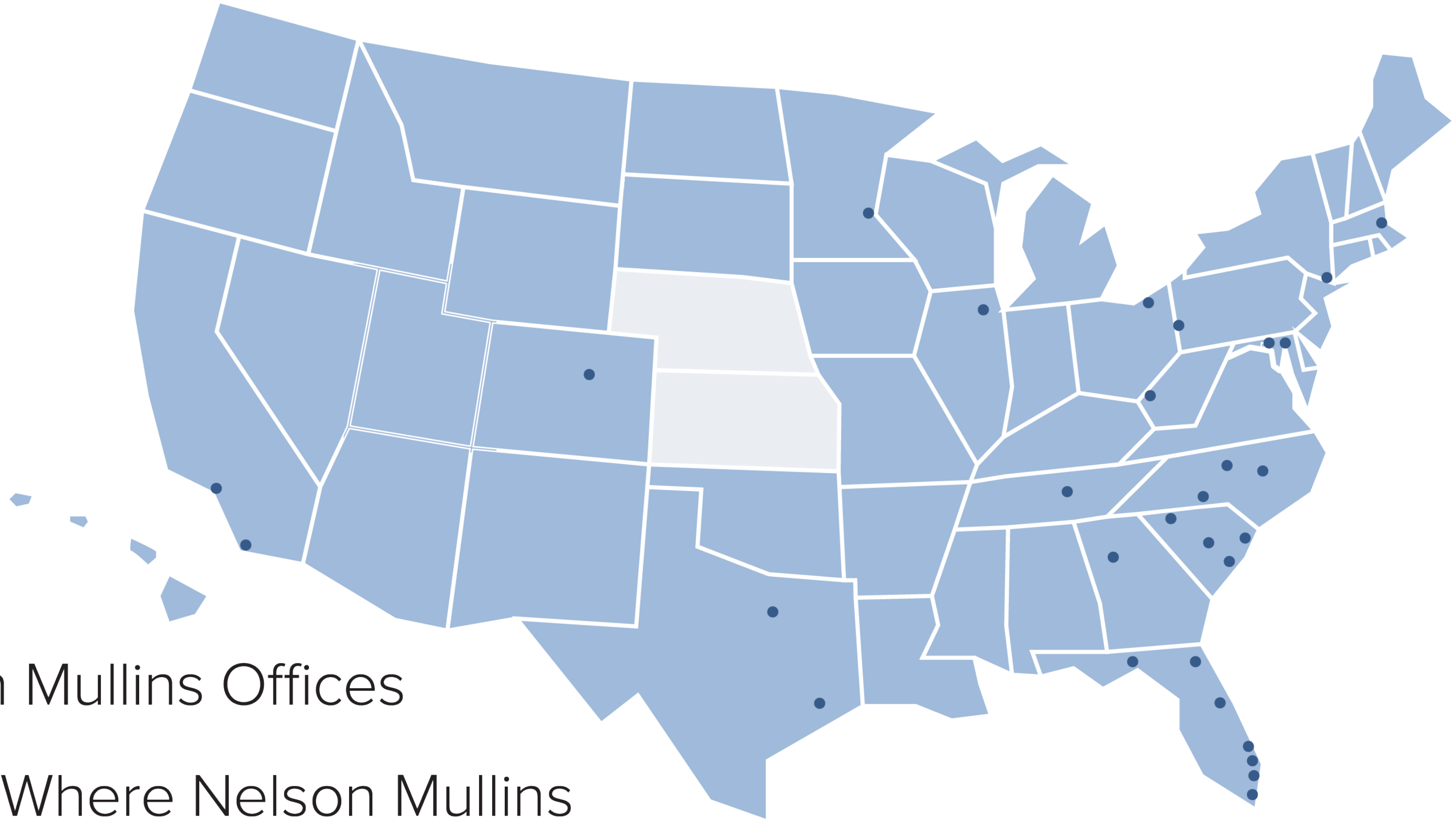
## 33 offices in 17 states and Washington, D.C.

**Full-Service National Law Firm**

**1,000+** Professionals

**100+** Practice Areas

**Offices** from Coast to Coast



Nelson Mullins Offices

States Where Nelson Mullins Attorneys are Admitted to Practice





NELSON MULLINS

# Manny Schoenhuber

## Outside General Counsel for European Clients in the USA

- Manny was born and raised in Germany and advises European investors, companies and their subsidiaries in the USA.
- Manny is the author of *Mastering Market Entry: USA – The European's Guide to Making It BIG in America* and host of the *Transatlantic Titans* podcast.
- Manny is the *Vertrauensanwalt* of the German Consulate General Houston covering Texas, Louisiana, Arkansas, Oklahoma, and New Mexico.
- As their single contact through which to direct questions, Manny manages his clients' legal matters across all the firm's practice areas.
- As a US-educated attorney with European roots, Manny provides added value to clients by understanding the cultural, societal, and organizational differences.
- Manny is Vice Chair of the Board of Directors of the European American Chamber of Commerce Texas.
- Prior to becoming a lawyer, Manny was a professional football goalkeeper in Germany and collegiate athlete in Florida.





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# Nelson Mullins Practice Areas

*Benefit from a single firm that covers your legal needs. Our coordinated approach can help enhance efficiency and security. We integrate our services into all aspects of the law, including:*

- Affordable Housing & Tax Credit
- Banking & Financial Services
- Bankruptcy, Creditors' Rights & Restructuring
- Communications & Media
- Corporate & Securities
- Cybersecurity & Privacy
- Economic Development
- E-Discovery & Information Governance
- Education
- Employment & Labor
- Energy
- Environmental
- Estate Planning & Family
- Government Contracts & Grants
- Government Relations
- Health Insurance
- Healthcare
- Insurance
- Intellectual Property
- International
- Life Sciences–IP
- Litigation
- Outsourcing
- Real Estate
- Real Estate Capital Markets
- Sports
- Tax
- Technology
- Transportation
- White Collar Defense & Government Investigations

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