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- Product Safety

Governments + Nonprofits

- Energy, Environmental + Regulatory
- OSHA/MIOSHA

Global Reach

- Canada
- Mexico

Automotive

Law Firm for the Automotive Industry's Next Generation Vehicles



Headquartered in Detroit the birthplace of the global automotive industry, Miller Canfield counsels and represents companies that are active in all segments of the automotive industry - including next generation vehicle manufacturers and innovators worldwide. We represent companies large and small, public and private, in transactions, acquisitions, joint ventures and legal disputes throughout North, Central and South America, Asia, the European Union and Russia.

Because our Automotive Group attorneys know the automotive industry so thoroughly -- the problems, the players, the issues and pitfalls -- we know how to advise and assist companies in finding and capitalizing on opportunities. And, because we know our clients' businesses as well as we know the industry, we provide top-notch legal services in the most cost-efficient manner possible, wherever our clients, their problems and opportunities may be.

Services

Contracts, Supplier Agreements, Distribution and Agency Relationships

Manufacturers, suppliers, wholesalers, dealers, and sales managers rely on us for advice on the production, sale, distribution and maintenance of their goods because we have shown them that we are completely informed on the issues that affect the industry -- around the world and in their key markets. Specifically, our lawyers are invaluable in advising on issues involving purchase order terms and conditions, "battle of the form" disputes, warranty claims and charge-backs, as well as trade secrets, agreements not to compete, antitrust issues and transfer pricing. We provide up-to-date advice on structuring, negotiating, drafting and terminating supplier, distribution and agency relationships and agreements, both domestic and foreign. On the financial side, clients benefit from our extensive experience in debt and equity financing, distressed and "363 acquisitions," workouts and creditor/debtor claims and disputes.

Mergers, Acquisitions, LBOs, Joint Ventures, and Project Development

Our Automotive Group's corporate lawyers have experience in all facets of mergers, acquisitions, strategic alliances and joint ventures of automotive companies. That experience leverages our ability to efficiently handle clients' corporate purchases, sales, reorganizations and recapitalizations of auto-related businesses, whether through sale of stock or assets, merger, leveraged buyouts or other methods. Clients count on us for informed guidance in due diligence investigations, negotiating strategies and thorough documentation.

In addition, our lawyers ably negotiate economic incentives and tax abatements from federal, state and local authorities where available for facility projects--whether Greenfield, brownfield, or simply an existing facility. This also includes the efficient application of tax-exempt financing programs, which may be available for certain projects, as well as real estate and construction matters.

Licensing, Patent and Trademark Protection

We are well aware of the instantaneous need to secure the intellectual property rights of our automotive clients, including the domestic and international procurement of patents, registration of trademarks, and protection of copyrights; appraisal and valuation of valuable intellectual property conceived and developed by our clients or by others from whom our clients are acquiring the property; domestic and international transfers to or from our clients of intellectual property rights; and representation in the resolution of disputes over ownership, validity, and infringement of intellectual property. Our full-service expertise in patents, trademarks, copyrights and trade secrets includes comprehensive dispute resolution. Specifically with respect to patents, we handle all phases of domestic and foreign patent procurement, licensing and litigation, with particular skill in the electronic and computer aspects of the automotive industry.

Automotive clients confidently rely on our domestic and foreign licensing and franchising representations, trademark procurement, clearance and registration process and our vigilant watch service for registered marks, all at market competitive fees. Our team of trained capable litigators handles significant infringement actions for both plaintiffs and defendants.

Product Liability and Safety Regulation




We understand that businesses involved in the design, manufacture or distribution of products must be committed to maintaining high quality and safety standards. Miller Canfield attorneys couple that understanding with practical know-how and legal expertise to advise clients on all their areas of product safety concern – from regulatory compliance and product certification to experienced representation in product liability litigation and employment related tort litigation.

With respect to regulatory obligations, we are at your side to assist you with compliance with government regulations (including NHTSA and TREAD Act), recalls and with the design of product warnings and other vital customer communications. We provide training to your employees and managers on the latest requirements affecting your business and help you design and implement the policies and procedures that document your commitment to quality and safety.

Litigation is a fact of business life in our society, and when your company becomes involved, the Miller Canfield Automotive Group partners with you in determining options, managing all stages of the litigation to protect and defend the company and senior management, and in pursuing or defending judgments on appeal. Whether the litigation involves personal injury, product warranty claims or national class action litigation – be it an isolated lawsuit or a series of "target product" claims – you will appreciate our attorneys' expertise in resolving the matter, efficiently and cost-effectively.

Discovery Coordination: Companies that are frequent litigation targets or occasionally encounter major litigation are well-served by adding a Discovery Coordination element to your litigation team. Timely, accurate and complete discovery efforts are essential to avoid the pitfalls of the litigation process, and to ensure that your team is prepared to aggressively present your side of the case in motion practice, settlement conference and trial. The nature and scope of this effort is carefully tailored to fit the needs of an individual case or large group of cases, to support and assist the overall litigation effort. The Miller Canfield Automotive Group is the national leader in providing this essential service to automotive industry clients. We make your litigation teams more efficient and cost-effective.

Product Warranty Litigation: Laws intended to promote consumer protection have given rise to product warranty litigation – claims by consumers that often do not directly involve the safety of the



product, but call into question its quality and reliability. In many cases, the amount involved is not great, and attorneys must be prepared to defend the product in a way that is both effective and efficient.

A particular litigation challenge is presented by the case where one company sues another over the supply of defective components or assemblies. These cases present all of the technical and engineering issues associated with a traditional product liability case, as well as the legal, contract and damages issues typically found in commercial litigation. The stakes are often significant. The Automotive Group specializes in the handling of these "hybrid" cases through its interdisciplinary teams of product liability and commercial lawyers, bringing expertise from both sides of the equation to bear on a solution. We are seeing more and more disputes resolved in mediation, too.

Environmental Permitting and Remediation

As counsel to many businesses, financial institutions, and state and local governments, the Automotive Group's environmental lawyers have a broad working knowledge of environmental issues, and a keen awareness of the need to maintain good working relationships in this volatile area of law. We offer comprehensive services in the following areas:

Counseling: The best protection against costly litigation understands your environmental law rights, responsibilities and potential liabilities in operations and real estate and real property acquisitions. We help you identify issues, secure environmental assessments, and analyze your risk management position in keeping with current environmental laws and inform your decisions regarding insurance coverage for environmental cleanups and ongoing operations (noise, air quality and odor emissions, wetland endangerment and reclamation, etc.)

Regulatory Compliance and Permitting: Environmental laws and regulations are changing rapidly. We help anticipate changes, assist you with cost-effective compliance strategies and work with you in environmental compliance audits. Our environmental permitting services are designed to reduce the confusion of dealing with multiple divisions of the U.S. Environmental Protection Agency and state and local environmental agencies. And, our expertise extends to the specific requirements in mining operations, underground

storage tanks, solid and hazardous waste facilities and nuclear power plants.

Litigation and Alternative Dispute Resolution: Miller Canfield's environmental litigation team has experience in adversarial proceedings, including environmental cleanups, civil and criminal enforcement, permit issues, cost-recovery actions and insurance litigation as well as international and domestic mediation and dispute resolution in diverse forums.

Project Packaging: Because of the complexity of environmental law, it is often difficult to assemble all the components for a winning project without legal environmental counsel. We can help you with the "big picture" and develop innovative and efficient strategies to make your project a success.

International

Clients in the global automotive industry are well-served by the comprehensive international experience of our Automotive Group attorneys. We mastered the learning curve long ago, as evidenced by our presence in the EEC and affiliations with firms throughout the world. Our wealth of experience in negotiating and drafting international licensing, sales, and distributorship agreements, joint ventures, mergers and acquisitions streamlines our work and adds considerable value for clients.

Familiarity with the global market improves the quality of the informed representation that we provide multinational companies in international arbitration, investment, finance and banking, currency repatriation and tax concerns, customs and regulatory trade treaty issues, tax planning and transfer pricing, antitrust regulation and immigration.

For our clients' ease in direct communication, many attorneys and other professionals at Miller Canfield are proficient in several languages.

Labor and Employment

Management and resolution of the labor and employment issues particular to the automotive industry have long been a significant strength of Miller Canfield. We have cultivated deep experience in preventive employment relations, challenges and claims arising under federal and state statutes, in administrative proceedings,

collective bargaining and employment litigation, arbitration, mediation and alternative dispute resolution so client problems are addressed quickly and effectively.

Clients are confident about our ability to provide practical legal counsel in plant closings, strikes and lockouts, reductions in force and union election campaigns because we are veterans of these events in the life of a company.

Significantly, our attorneys' practical labor and employment education is grounded in years of prior employment at the National Labor Relations Board, with various unions, the Equal Employment Opportunity Commission, in judicial clerkships, corporate legal departments, plaintiff-oriented law firms, and in academia and private legal practice.

Commercial Disputes and Dispute Resolution

Miller Canfield's litigators represent our clients' interests in enforcing and defending claims involving contracts, employment agreements, benefits, warranties, antitrust allegations, trade secrets and other intellectual property asset protection. Over the years, we've resolved disputes with terminated dealers, distributors, sales representatives, suppliers, competitors, customers, former officers and investors. We work closely with industry experts, financial consultants and intellectual property specialists, as needed. Clients depend on us to guard their interests when it comes to compliance with antitrust laws and product distribution issues, too. Thinking proactively, our attorneys regularly advise clients on dealer, sales representative and supplier contracts, with an eye toward avoiding disputes. Miller Canfield litigators often speak and write from our experience on issues affecting the auto industry--and trade groups look to us for timely information and guidance.

Workouts and Creditor/Debtor Rights

Automotive industry clients are advantaged by our broad-base of skills in bankruptcy and workout situations. We understand all the facets because we have counseled and represented secured and unsecured creditors, creditors' committees, trustees, debtors and all other interested parties in their debtor-creditor relationships so we can help clients anticipate and prepare for adverse contingencies and opportunities. In bankruptcy and other judicial proceedings, out-of-court restructuring and liquidations, as well as in the transactional side of the practice, we are litigators, negotiators,

theoreticians, practitioners and draftsmen -- attorneys and counselors in the true sense of those words. We are capable and efficient problem solvers for the automotive client.

Software Licensing and E-Commerce

Our Automotive Group integrates the expertise of attorneys in the firm's E-Business Team. This Team is a cross-disciplinary group of attorneys whose primary focus is the legal issues and business strategy considerations which are unique to this expanding Internet application in a variety of industries. The E-Business Team offers competent and comprehensive representation for both the transactional and litigation issues which our clients face when doing business on the Web, including issues involving intellectual property, tax, business contracting and licensing, and commercial litigation.

Miller Canfield provides full-service counsel and representation in patents, trademarks, copyrights and trade secrets, including litigation and comprehensive dispute resolution. Our experienced attorneys advise and counsel in all phases of domestic and foreign patent procurement and in licensing and franchising representations, and provide skillful representation in negotiations, dispute resolution and litigation. We have developed particular abilities that clients appreciate in the electronic, computer and automotive industries, and our full patent team has a wealth of experience in a wide variety of other technical areas and industry groups.

We provide advice and assistance throughout the domestic and foreign trademark clearance and registration process. Clients are comforted and well-served by our watch service for registered marks and appreciate our competitive fees. Our specifically trained capable litigators handle significant infringement actions representing both plaintiffs and defendants.

Minority Business Enterprise Certification

In some circumstances, client certification as a "minority business enterprise" provides significant tax and trade incentives as well as enhanced business opportunities. Miller Canfield's automotive industry attorneys are thoroughly familiar and experienced in the policies and procedures developed by the National Minority Business Development Council, Inc. and various regional councils. Clients receive practical and informed counsel and assistance in forming appropriate entity ownership and control provisions that are crucial components of the certification application, as well as our

knowledgeable guidance throughout the application process that results in tangible benefits to the business.

Distressed Mergers, Acquisitions, Sales and Corporate Restructuring


Our clients include strategic and financial purchasers, investors and sellers of distressed companies, utilizing the mechanisms provided by the U.S. and Canadian bankruptcy laws in order to structure and carryout mergers, acquisitions, sales and restructuring transactions. We have extensive experience in all aspects of distressed M&A, from due diligence through closing, including in Section 363 sales, CCAA sales, negotiating stalking horse and competing bid purchase agreements, negotiating and documenting the transactions and limiting successor liability.

Section 363 Sales

We have a thorough understanding of the risks involved in purchasing distressed assets and the mechanisms by which our clients can be protected. We know what it takes to get these deals done: by working in a frenetic environment of a sale, on behalf of both a stalking horse bidder or a competing bidder, working simultaneously with the debtor, creditors, unions, advisors and the court. Our clients benefit from the knowledge of attorneys in our Corporate Group, Bankruptcy Group, and the other practice groups who have intimate knowledge of debtors' industries, which helps clients understand current marketplace issues, and supply/demand and personnel matters. A critical concern in the purchase of distressed assets is successor liability in bankruptcy proceedings. We help clients minimize the risks of successor liability and enable them to take full advantage of the opportunities offered by the bankruptcy code to purchase distressed assets.

Alternatives to Bankruptcy Court Sales

Given timing concerns as well as the business and legal challenges of operating within Chapter 11 and the CCAA, we also assist clients in working with distressed companies on creative pre-petition and out-of-court solutions for acquisitions and dispositions, including the following:

- Prepackaged/Pre-Negotiated Chapter 11 Sales/Purchases
 - Article 9 Sales
 - Friendly Foreclosures
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- Assignments for the Benefit of Creditors
- Receiverships and Other Informal Workout Mechanisms
- Equity Restructurings, Warrant Offerings and Down Rounds

Automotive Industry

Miller Canfield's dominant legal expertise in the automotive industry provides its client with unrivaled value in navigating the language, issues and practices unique to the automotive industry, such as supply contracts and purchasing protocols, part testing and certification, tooling use and ownership, software licensing, environmental and employment. This expertise is invaluable in getting deals done with distressed automotive suppliers and customers, throughout North America, Europe and Asia.

REPRESENTATIVE MATTERS

- Chinese Investment Group Acquisition
Represented Beijing-based Pacific Century Motors, Inc. on its acquisition of Nexteer Automotive from General Motors Co.
- German Sunroof Supplier Acquisition
Represented a Germany-based supplier of sunroofs in the acquisition of a U.S. and Mexican convertible roof division of a German supplier, assuming operations in Plymouth, Mich. and Puebla, Mexico.
- Mexican Automotive Supplier Acquisition
Represented Mexican auto supplier Metalsa SA de CV in the \$150 million acquisition of the structural products business from US-based Dana Holding Corp.
- Norwegian Automotive Supplier Acquisition
Represented Norway-based Kongsberg Automotive ASA in the acquisition of Global Motion Systems from Teleflex Inc. for \$560 million.