Miller Canfield has represented clients in the automotive industry for many decades, and automotive is our largest industry sector. Based in Detroit, we intimately know the automotive industry – not only the law but the industry's practices and people. Our clients, including OEMs, suppliers, funds, and innovators, not only rely on our advice for legal matters, but we also counsel our clients on navigating the morass of regulations and auto industry protocols and provide them with practical advice of how best to do business in the industry. This is especially important for companies involved in autonomous vehicles, semi-autonomous vehicles, V2X technologies, software licensing and the myriad of other "next generation vehicle" companies.

The automotive industry is global, and our automotive team likewise has a global footprint reflecting the industry. Through our offices in the U.S., Mexico, China, Poland, and working with our close affiliations in South America (including Brazil and Argentina), Europe and Asia, we represent automotive clients conducting business throughout the world.

Product Safety, Regulatory Compliance, Recall and Warranty Risk Mitigation

The firm’s Product Safety Group is the among the largest team of automotive lawyers specializing in representing automotive manufacturers and suppliers, both North American and foreign, in matters related to automotive safety compliance, regulation, warranty and recall issues. Our Product Safety Group lawyers have intimate knowledge and experience in automotive safety regulations and requirements, and are in contact daily with the staff of the U.S. National Highway Traffic Safety Administration (NHTSA) and other federal, state, local and foreign governmental agencies. We advise clients on NHTSA reporting and compliance requirements, as well as compliance with the TREAD Act, U.S. Consumer Product Safety Improvement Act (CPSIA), E.U.’s Registration, Evaluation, Authorization and Restriction of Chemical Substances (REACH) regulations. Other relevant expertise and significant experience the group has involve the following areas:

- Implementation of contractual supply chain protections
- Design of product literature and warnings
- Investigation of product defect issues
- Limiting warranty charge-back obligations
- Recall responsibility and limitations
- Design warranty obligations
- Recall implementation
- Product certification and homologation
- Consumer Products Safety Commission (CPSC) reporting and regulations
- Assist companies in implementing functional safety standards (IEC 61508, ISO 26262)
- Track new regulatory developments (e.g., FMVSS 150)
- Developing meaningful record retention policies
• Litigation support, including electronic discovery and records management, and national discovery coordination for complex, multijurisdictional litigation.
• Compliance with state, federal and international laws, including the U.S. Consumer Product Safety Improvement Act (CPSIA) and the E.U.’s Registration, Evaluation, Authorization and Restriction of Chemical Substances (REACH) regulations

**Commercial, Contracting, Licensing, M&A**

Understanding how to navigate the esoteric purchasing and contracting practices of the automotive industry is a key to a company’s success, and Miller Canfield has a wealth of experience in providing clients with effective and practical advice. The firm’s Corporate Group, Bankruptcy Group and other transactional lawyers have a vast range of experience and depth in representing automotive suppliers in such traditional and new matters, both in the U.S. and globally, including:

• Purchase order and supply contracting and negotiations
• Terms and conditions, sale acknowledgements
• UCC “battle of the forms” counseling
• Procurement process issues RFQ, SOW, blanket POs, releases, etc.)
• Other supply agreement drafting and negotiations (LTAs, MYA)
• Software licensing and other licensing agreements and arrangements
• Strategic Alliances and Joint Ventures
• Joint Development Agreements, Product and Technology Development Agreements
• Mergers and acquisitions
• Economic incentives (R&D)
• Tax advising and structuring
• Export controls and ITAR
• Bankruptcy, insolvency and restructuring

**Intellectual Property Protection**

The firm’s Intellectual Property Group has a wealth of experience in administering, managing and prosecuting the patent portfolios for several Fortune 500 automotive suppliers; and advising in-house counsel, company management and engineers. They also regularly prepare and analyze patentability, validity and infringement searches and opinions, prepare and prosecute patent and trademark applications, negotiate license agreements and technology assignments, and counsel and represent companies involved in IP disputes and litigation.

Miller Canfield lawyers have been at the forefront, and have a great deal of experience in representing foreign and domestic automotive suppliers, in respect of licensing their automotive embedded software, Electronic Control Units (ECUs) system integration, counseling in the development and system modeling software, production control and
automatic conveying systems and powertrain, emissions and vehicle subsystem test equipment. The firm has been an early leader in developing software licensing arrangements for automotive suppliers, having to convince automotive manufacturers and Tier 1s to look beyond the static purchase order procurement process.

**Labor, Unions and Employment**

Given our Detroit roots, we have significant experience with many of the toughest and most sophisticated labor and employment issues facing the automotive and manufacturing industries. Our experience includes:

- Handling dozens of unfair labor practice claims in the context of a single-union organizing campaign
- Providing advice and counsel on how to best implement a nationwide two-week furlough during economic crises
- Defending wage and hour claims under the FLSA

**Next Generation, Autonomous Vehicles, Software and Start-up Technologies**

Alternative fuels, environmental mandates and advances in software and sensor technologies have opened new doors and opportunities for both traditional automotive companies and new entrants into the automotive industry. Governments, software companies and high-tech firms around the world are investing unprecedented amounts in research and development to develop more fuel-efficient, autonomous and automated automobiles. Our firm's Autonomous and Connected Vehicles Group is uniquely qualified to represent such companies in the automotive industry because we have significant experience and knowledge not only of the automotive industry legal issues and practices, but of the key specialty areas that such companies need to understand in order to best position themselves for quick success: (i) product safety, regulatory compliance and recall and warranty risk mitigation; (ii) commercial, contracting and licensing; and (iii) intellectual property protection, each from a U.S. perspective as well as an international perspective.

An understanding of the auto industry's current procurement practices is critical for any software or high-tech company entering into the automotive industry, in order to navigate the system and best position itself to deal with other industry players. Effective software licensing solutions, joint development and technology agreements, and intellectual property protection are vital to the success of such companies, and the traditional supply and procurement practices of the industry are not ideal environments for such companies. With our intimate knowledge of the practices of the traditional automotive industry, we are able to advice such clients on where the gaps and risks are located, and how best to overcome such uncertainties. As this exciting and rapidly growing area of the industry further develops, Miller Canfield is committed to becoming an active participant and advocate for such high-technology companies. We have advised many software companies in successfully negotiating and implementing software licensing arrangements with industry OEMs and Tier 1s, developing the industry’s first software licensing agreements. We have also represented clients in reaching joint development agreements, product development agreements and technology development agreements, in an environment that has not always been so friendly to such new entrants into the industry.
Litigation/International Dispute Resolution

Miller Canfield litigators are ranked among the best in the country at resolving disputes for our clients in the automotive industry. Our deep roster has the talent and experience to lead or support the most complex litigation, including our nationally respected International Dispute Resolution Section. We’ve represented auto companies in disputes worth up to several hundred million U.S. dollars in multiple international arbitration centers, from Europe to Asia to North America.

Representative Matters

International Automotive Supply Counsel
Serves as chief outside counsel for a number of international automotive supply companies, assisting them in a wide variety of legal and business matters.

U.S. Automotive Market Entry
Advised Chinese automotive OEMs on FMVSS, DOT certificate, EPCA, CAFE, NHTSA, product recall and product liability litigation, state franchise laws, automotive dealer matters, as well as vehicle financing, etc.

Research and Development Centers
Assisted six top Chinese automotive OEMs to set up its research and development centers in the States of Michigan and California.
Assisted several Chinese automotive suppliers to set up engineering centers in the State of Michigan.

Automotive Supplier Employment Litigation
Successfully obtained dismissal (by motion) of age discrimination and breach of contract case on behalf of Fortune 500 auto manufacturer.

Multinational OEM Defense Article Transfer
Advised multinational OEM as to the Austrian/EU requirements for an engineering center involved with the intra-community transfer of defense articles classified under EU Directive 2009/43/EC.

Multinational OEM Russian Sanction Advice
Advised multinational OEM as to the impact of the Ukraine-Russia Related Sanctions applicable to its affiliated Chinese joint-venture doing business in Russia.

Canadian Manufacturer Robot Technology U.S. Export Controls Classification
Assisted a Canadian technology company with a U.S. subsidiary to classify its robot technology under U.S. export controls, including robot components, software and technology, along with accompanying cameras, sensors and lasers.

Automotive Supplier Office, Warehouse, and Manufacturing Leasing Portfolio
Represented North American unit of an international automotive supplier with respect to all facets of its office, warehouse, and manufacturing facility leasing needs in the United States.
**Chinese Automotive Supplier Acquisition**
Represented Zhongshan Broad Ocean Motor Co., Ltd., on its $130 million acquisition of Prestolite Electric (Beijing), Ltd., a Beijing-based Sino-foreign joint venture.

**Norwegian Automotive Supplier Acquisition**
Represented Norway-based Kongsberg Automotive ASA on its acquisition of Global Motion Systems from Teleflex Inc. for $560 million.

**Mexican Automotive Supplier Credit Facilities**
Represented Mexican auto supplier Metalsa SA de CV on its $200 million senior unsecured credit facility and its credit facilities with Export Development Canada.

**Automotive Supplier Criminal Antitrust Defense**
Represented an international auto supplier in a federal criminal antitrust case.

**Tier 1 Automotive Technical Systems Supplier DOJ Anti-trust Investigation**
- Developed protocol for review of over 15 TB of foreign language documents
- Worked with Washington, D.C. co-counsel to develop hot document and potentially privileged document search protocol
- Managed team of Japanese language reviewers and worked with vendor on translation of hot documents used in proffers to DOJ
- Review team’s work allowed client to obtain amnesty for certain transactions, which reduced amount of assessable fines
- Engagement lasted over 2 years

**Automotive GDPR Implementation**
Led a distributor of new vehicles and members of its dealership and service network in Poland through General Data Protection Regulation implementation, including local Polish provision specifics.

**Patent Infringement Litigation**
Represented an automobile supplier in connection with a patent infringement claim, successfully securing an eight-figure damages settlement.

**Auto Parts Manufacturer Plant Real Estate Purchase**
Assisted a foreign auto parts manufacturer in the purchase of a former General Motors light duty truck plant in Moraine City, Ohio, a $200 million project that brought more than 800 jobs to the area.

**Automotive OEM Bankruptcies and Workouts**
Representation of an OEM auto company in numerous bankruptcy and work-out engagements throughout the United States.

**Automotive Supplier Multi-Contract Dispute**
Worked with trial lawyers to defend a Tier One Automotive Supplier in a multi-contract dispute. Worked with in-house counsel and the client’s information technology department to develop a cost effective plan for harvesting electronically stored information from multiple locations worldwide.
Automobile Manufacturer Class Action
Represented a multinational automobile manufacturer in a putative nationwide class action in which plaintiffs allege they and putative class members purchased vehicles based on “false and misleading” advertising of the EPA fuel economy for the vehicle, which plaintiffs contend cannot be achieved under normal driving conditions.

Automotive Supplier Public Offering Financing
Assisted with the financing of $28 million secondary public offering of a local Tier One supplier to the automotive industry.

OEM Supplier Tax Credit Claim
Assisted in the preparation of $6,000,000 R&D tax credit claim for large OEM supplier and successfully defended substantially all of such claim on audit.

European Automotive Supplier Tax Planning
Developed and coordinated tax planning for $560,000,000 stock and asset acquisition of companies in the U.S. and 12 foreign countries by a European automotive supplier.

Automotive Manufacturer Warranty Dispute
Represented an automotive manufacturer against a number of international Tier 1 suppliers which had delivered defective parts that were used in the client’s automotive products.

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.