

# THOMPSON HINE

An Overview of Our Services





## About Thompson Hine's Practices

*Thompson Hine handles the most challenging legal issues of the day, every day, as well as the most common. We represent business clients from virtually every industry, and, as a full-service firm, our practice is similarly diverse. Briefly described below, our major practice groups include:*

- Admiralty & Maritime
- Antitrust, Competition & Distribution
- Business Litigation
- Business Restructuring, Creditors' Rights & Bankruptcy
- Climate Change & Sustainable Business Solutions
- Commercial & Public Finance
- Construction
- Corporate Transactions & Securities
- Emerging Technologies
- Employee Benefits & Executive Compensation
- Energy
- Environmental
- ERISA Litigation
- Global Sourcing & Procurement
- Health Care
- Infrastructure
- Insurance
- Intellectual Property
- International
- International Trade & Customs
- Labor & Employment
- Life Sciences
- Personal & Succession Planning
- Product Liability Litigation
- Real Estate
- Tax
- Telecommunications
- Transportation



## Major Practices

- **Admiralty & Maritime**

Our nationally recognized Admiralty & Maritime practice represents carriers and shippers before state and federal courts and agencies. In addition to handling toxic tort litigation for more than 200 ship owners across the United States, we advise clients in admiralty matters, including allisions and collisions, charter parties, Coast Guard matters, contracts of affreightment, environmental issues, float agreements, hull and cargo damage, Jones Act and other personal injury defense, marine insurance, toxic tort litigation, vessel documentation, and vessel sales and financing.

- **Antitrust, Competition & Distribution**

We represent clients in antitrust and competition matters, advising them on supplier, customer and competitor relationships; pricing issues, including compliance with the Robinson-Patman Act; and mergers and acquisitions, including compliance with premerger filing requirements around the world. We litigate antitrust cases on behalf of both plaintiffs and defendants, and we represent firms and individuals under investigation for, or charged with, criminal violations of the antitrust laws. We advise clients on product distribution under U.S. laws and those of other countries and guide them in complying with laws limiting appointment and termination of dealers, distributors, franchisees and agents. For clients engaged in international distribution, we advise on compliance with the Foreign Corrupt Practices Act. We also defend manufacturers in dealer termination litigation. Clients turn to us for assistance with unfair competition matters, and we have extensive experience litigating trade secret misappropriation claims, false advertising claims and noncompetition covenant cases. Compliance with consumer protection laws and regulations, including laws for the protection and security of customer data, is also an area in which we have broad and deep experience.

- **Business Litigation**

Our business litigation track record is proven and impressive. We are known to corporate counsel and C-level executives as a “standout” and “prominently recognized” litigation firm. As seasoned trial lawyers, we are adept at formulating and executing winning strategies to master complex civil claims, class action battles, white collar crime cases and a wide variety of high-stakes issues. No matter the need or location, we build exactly the right client team through smooth integration of our capabilities with the vast collective experience resident in other Thompson Hine practices. Our clients rely upon us and appreciate our results.

- **Business Restructuring, Creditors’ Rights & Bankruptcy**

Our experience dates back to the first bankruptcy in Ohio’s history. We represent major secured and unsecured lenders, creditors’ committees, credit enhancement providers, debtors, indenture trustees, investors, lessors and various parties in Chapter 11 reorganizations and other bankruptcy-related matters throughout the United States. We also represent clients in interest in negotiation and documentation of out-of-court restructurings and workouts involving companies in many industries, including automotive, steel, telecommunications, retail, recreational products, distribution and health care.

- **Climate Change & Sustainable Business Solutions**

Global climate change, evolving energy markets and sustainable business practices affect businesses, financial markets and governments. Our multidisciplinary practice draws on the knowledge and know-how of lawyers experienced in environmental, energy, transportation, finance, intellectual property, international trade, real estate, construction, tax and corporate law. We represent electric utilities, independent power producers, manufacturers, municipalities, colleges and universities, as well as clients in the real estate, transportation, construction and financial industries. We also serve in leadership roles in real estate and industrial trade groups, the American Bar Association, trade associations and the U.S. Green Building Council as they address climate change and sustainability issues.



- **Commercial & Public Finance**

Our Commercial & Public Finance practice encompasses corporate trust and commercial, public and structured finance matters. We represent large and mid-sized public and private corporate borrowers in a wide range of industries, as well as a variety of major financial institutions, in complex commercial finance transactions, including senior debt, subordinated debt, mezzanine financing, second lien financing and private debt placements. In corporate trust matters, we represent major financial institutions and serve as trustee, custodian or collateral agent in corporate and municipal financings, Trust Indenture Act-qualified and exempt financings, private placements and structured financings. In public finance, we act as bond, underwriters' or issuer's counsel; placement agents; credit enhancement issuers; trustees; and obligors. With significant experience in asset securitizations, structured finance and receivables purchase programs, we counsel clients regarding student, auto and home equity loans; commercial real estate; trade receivables; and credit card receivables.

- **Construction**

Recognized by Chambers USA and Legal 500 as a top firm for construction law, we are known as one of the most experienced construction practices in North America and the largest in Ohio. We represent owners, design professionals, construction managers, contractors and sureties in every facet of the building industry. We have experience in all aspects of construction, providing service to clients from a project's inception to final construction. We provide front-end service, including conceptualization, negotiation and drafting of construction documents; negotiation of design professional agreements; and project management consulting on a wide variety of projects. Nationally recognized for our ability to resolve claims through mediation, arbitration or litigation, we serve as project counsel in connection with billions of dollars in construction sites across the United States, including significant stadium and arena projects for MLB, NBA, NFL, NHL, university and minor league teams, as well as power plants, hospitals, pipelines, processing plants, schools and universities, office towers, hotels and other commercial, industrial and institutional developments. In conjunction with Project Management Consultants LLC, a wholly owned ancillary consulting practice, we provide unique services such as owner's representation, financial services consulting, program management, partnering facilitation, mediation and construction process consulting.



- **Corporate Transactions & Securities**

Chambers USA and Legal 500 have noted our work in mergers, acquisitions and buyouts. We represent businesses, including publicly traded companies, private companies and their owners, and investment companies and advisers, in their most important transactions. We have extensive experience handling complex mergers and acquisitions, including both large and middle-market deals, hostile takeovers and cross-border transactions. Our securities practice includes initial public offerings and other equity and public debt offerings, representing both issuers and underwriters. We advise on corporate governance issues and regularly assist numerous public companies in fulfilling their periodic reporting obligations. We represent venture capital and private equity funds as well as other private investors in a full range of fund formations, private securities transactions and related transactions. We also provide structural, transactional and regulatory advice to clients in the investment management industry, including mutual funds, investment advisers, hedge funds, broker-dealers, private equity funds, fund service providers, and independent directors and trustees.

- **Emerging Technologies**

We help businesses realize the opportunities and manage the risks of technological and innovation-based commerce. Guiding clients as they integrate new tools and processes into their competitive strategies, our counsel spans all stages of growth and areas of the law, including intellectual property, public and private finance, government regulation, distribution and alliance arrangements, technology transfer and corporate transactions, and privacy and security issues. Our nationally recognized Privacy & Information Security practice, which includes certified privacy professionals, handles matters involving complex data protection, records retention, employment, consumer protection, the Internet, intellectual property and much more. Making use of competitively critical data, we advise clients regarding globally compliant data-management and -protection practices.

- **Employee Benefits & Executive Compensation**

We advise corporations, nonprofits, financial institutions and service providers on all aspects of employee benefits law, including the design, implementation, maintenance and modification of pension plans, 401(k) plans, ESOPs and 403(b) plans; design, maintenance and modification of health and welfare benefit plans, including compliance with COBRA, HIPAA and other applicable federal, state and local laws; executive compensation programs,



including the 409A aspects of deferred compensation arrangements, severance and employment agreements, and tax and securities aspects of incentive and equity-based compensation arrangements; issues arising in the context of mergers, acquisitions, spinoffs, reorganizations and divestitures; and resolution of controversies with the Internal Revenue Service, Department of Labor, Pension Benefit Guaranty Corporation and other governmental agencies.

- **Energy**

We advise new and traditional business entities in transactional and regulatory matters; development, acquisition and sale of energy assets; and production, transportation, distribution, sale and purchase of energy commodities. Private and public entities seek our energy industry experience and know-how in rate-setting, certification, and regulatory compliance proceedings at the state and federal levels, as well as for development and implementation of restructuring strategies. We also assist with energy projects, transactions and financial products, including distributed generation and cogeneration, renewable energy development and transactions, energy conservation, energy project financing and joint ventures involving nontraditional assets. As needed, we tap the capabilities of other practices such as commercial and public finance, corporate transactions, environmental compliance, bankruptcy and restructuring, transportation, real estate and construction to address and resolve client issues in the energy arena.

- **Environmental**

We help develop business solutions and resolve conflicts for clients facing the complex challenges of environmental regulation, providing guidance and advocacy in civil, criminal and administrative matters and counseling clients on their environmental compliance obligations under local, state and federal laws. We help clients obtain necessary permits in a timely fashion and advise them on cost-effective methods to remediate contaminated properties. With our comprehensive understanding of the environmental aspects of our clients' business transactions, we craft efficient ways to allocate risk.

- **ERISA Litigation**

We represent companies, individual officers and board members, benefit plans, plan sponsors, trustees, service providers and fiduciaries in the full range of ERISA litigation, including breach of fiduciary duty claims based on unreasonable plan fees, imprudent plan investments (including employer stock), inadequate plan disclosures, retiree benefit claims, cash balance pension plan litigation, ESOP valuation cases, multi-employer plan litigation and arbitration, subrogation claims, pre-litigation Department of Labor enforcement actions and IRS audits, and the litigation of enforcement actions. We bring actions on behalf of clients to enforce their rights under insurance policies and third-party agreements in benefits-related disputes. We help our clients avoid, or obtain favorable outcomes in, ERISA litigation by providing advice on fiduciary duties and responsibility, helping fiduciaries secure adequate protection against liability, advising plan administrators and benefit committees on claims review procedure, and reviewing and negotiating agreements with other fiduciaries and service providers to ensure that both responsibilities and liability are properly allocated between the parties.

- **Global Sourcing & Procurement**

We represent business clients across many industries in connection with the procurement of solutions designed to strengthen their business operations, facilities, infrastructure, product supply chain and distribution channels through the deployment of technology, systems, processes, and other internal and external solutions. We represent both purchasers and providers of sourced solutions, including onshore and offshore solutions.

- **Health Care**

We manage legal and regulatory issues for health care industry clients around the world. Our practice spans the industry, from physician groups and hospitals, to home health agencies and skilled nursing facilities, to pharmaceutical and medical device manufacturers, to health insurance providers and clinical laboratories. We keep our clients apprised of legislative developments and agency regulations that affect their operations; they turn to us for our experience and practical business solutions in matters relating to Medicare and Medicaid, fraud and abuse investigations, false claims issues, physician self-referral rules, proceedings before state medical boards and hospital governance committees, HIPAA compliance, compliance plans, FDA regulations and antitrust issues, and much more. Working closely as needed with other firm practices, including life sciences, tax, corporate, real estate, litigation, and labor and employment, we deliver results that health care clients value.



## • Infrastructure

We work with clients to develop and manage projects from inception (structuring, tax planning, permitting, governmental contracts, environmental impact and public/private partnerships) to shovel-ready (project finance, government contracting, project management, construction and project delivery) and through to completion. Project Management Consultants LLC, our wholly owned ancillary consulting practice, provides partnering facilitation, construction process consulting and owner's representation. As trial lawyers, we litigate disputes throughout the entire life cycle of development and construction projects and have extensive experience in all forms of dispute resolution, including early mediation, arbitration, bench trials and jury trials.

## • Insurance

Our insurance experience on behalf of financial institutions is widely recognized. We provide regulatory, transactional, government relations and litigation services on matters related to insurance, counseling all types of insurance companies and other financial services organizations. Our clients include insurance companies, insurance agencies, large publicly held multinational financial holding companies, banks and thrifts, investment banking organizations, securities broker-dealers, registered investment advisers, mutual funds, and mortgage banking and broker organizations.

## • Intellectual Property

We bring a business perspective to the protection, management and enforcement of our clients' intellectual property rights, offering in-depth experience in all aspects of intellectual property, including patents, trademarks, copyrights, trade secrets, computer software, Internet-related issues, regulatory issues, employment relationships, intellectual property valuation and litigation. Registered to practice before the United States Patent and Trademark Office, we hold engineering or scientific degrees as well as experience in industries such as electronics, aerospace, telecommunications, software, control systems, computer science, pharmaceuticals, biotechnology, chemistry, life sciences, polymers, manufacturing, consumer and engineered products, metallurgy and automotive.

## • International

We help clients doing business worldwide achieve their objectives. Through our network of "better friends" law firms in key jurisdictions across the globe, we extend our reach far beyond the U.S. market to provide trusted counsel for each matter and represent our clients in challenging and high-profile matters spanning Asia, Latin America and Europe. We offer a broad range of services, including mergers, acquisitions and other strategic transactions; financing matters; securities offerings; business restructuring; real estate and construction matters; cross-border taxation issues; international trade and customs; competition; intellectual property protection and licensing; white collar crime defense; and international litigation and alternative dispute resolution.

## • International Trade & Customs

We help companies and governments meet the challenges of the global economy. Our clients rely on us to take advantage of market opportunities and to avoid liability under international trade rules. We advise domestic and foreign clients on U.S. laws and international trade agreements affecting the import and export of goods, technology and services, as well as foreign investment. We provide advice on the full range of international trade matters, including customs, export controls and economic sanctions, trade remedies (antidumping, countervailing duty and safeguard proceedings), disputes and negotiations under the WTO, NAFTA and other FTAs, antibribery (FCPA) and intellectual property protection. When appropriate, we also assist clients by lobbying the U.S. and foreign governments on trade issues. Members of our group have been recognized in the Global and Asia-Pacific editions of Chambers and Partners' guides to leading business lawyers as well as in *Who's Who Legal: The International Who's Who of Business Lawyers - Trade & Customs*.

## • Labor & Employment

We represent private and public employers in employment litigation, traditional labor law, wage/hour issues, competition-related litigation, immigration matters, workers' compensation proceedings and administrative proceedings before the U.S. Department of Labor, Department of Homeland Security, Occupational Safety and Health Administration, Equal Employment Opportunity Commission, National Labor Relations Board, Office of Federal Contract Compliance Programs and many state agencies. We are devoted to helping our clients withstand challenges by government agencies, labor organizations and employees through counseling and strategic planning.





- **Life Sciences**

We draw on extensive industry-specific knowledge and technical background to help life sciences clients create innovative business plans. We are particularly experienced with the biotech, medical device and pharmaceutical industries and their products. Whether you are a new, privately held startup or an established public company, our practical and legal experiences can help you overcome the complex corporate, information technology, intellectual property, litigation and regulatory issues that challenge your business daily. Simply put, we can help you take your ideas to market.

- **Personal & Succession Planning**

We assist clients in the management and transmission of wealth, the succession to the control of businesses and other personal and family concerns. We provide advice on planning for the minimization of transfer and income taxes through partnerships, LLCs, trusts, installment sales, annuities and other transfers. We counsel clients regarding the administration of estates, trusts and guardianships and also assist them in the planning and implementation of charitable contributions and enterprises. We draft wills, trusts, powers of attorney, health care instruments and other agreements.

- **Product Liability Litigation**

A recognized leader in product liability litigation, we serve as national and regional product liability counsel for Fortune 500 companies, protecting their interests across the globe. We have handled tens of thousands of product liability and major tort matters on behalf of clients from a wide range of industries, including pharmaceutical, medical device, chemical, plastic, automotive, aerospace, admiralty and maritime, nanotechnology and food equipment. We provide value and cost-effective legal representation and litigation management by offering alternative fee options, leveraging cases appropriately, employing best practices and using time-saving technology. Our practice covers all aspects of product liability matters, from preventive counseling and alternative dispute resolution through trial and appeal.

- **Real Estate**

Our nationally acclaimed Real Estate practice represents clients around the world in all segments of the commercial real estate industry. Our varied skillsets have attracted a prestigious client base. Clients have remarked that we understand their businesses at least as well as business people and describe us as “incredibly talented” and “highly knowledgeable [and] persuasive negotiator(s) [who are] quick on [their] feet.” We represent major national and regional financial institutions, developers, commercial property owners, investment funds and end users. Our capabilities span investment and financing; retail; corporate facilities; development; REITs, REMICs and capital markets; natural resources and energy facilities; green buildings; funds

and joint ventures; real estate litigation; telecommunications and utility facilities; and distressed transactions, including sales, workouts, participations, foreclosures, receiverships, debt sales and special servicing involving all types of commercial real estate.

- **Tax**

We counsel a wide variety of clients from multinational Fortune 100 companies to small privately held businesses in business transactions and financings, tax controversy and litigation, legislative and regulatory activities, executive compensation and tax planning, international taxation, state and local taxation, and foundation and exempt organization matters. Our tax practice includes former IRS officials, CPAs and lawyers admitted to the U.S. Supreme Court, U.S. Tax Court, U.S. Court of Federal Claims, and district and appellate courts at every level across the country.

- **Telecommunications**

We advise telecommunications industry companies regarding the many regulations and laws that affect their businesses. We practice before the Federal Communications Commission, Federal Aviation Administration, Environmental Protection Agency, Federal Trade Commission, National Telecommunications and Information Administration, state public utilities commissions, other federal and state regulatory agencies, and state and federal courts. In addition, we counsel clients concerning transactions that affect their operations and facilitate their interactions with regulatory commissions, state legislatures, the U.S. Congress and federal and state executive branches.

- **Transportation**

Ranked in the top tier nationally for transportation matters, we have a firsthand understanding of the transportation industry’s transformation from a highly regulated sector to a marketplace of just-in-time deliveries and integrated supply chains. Applying our experience and practical know-how to the commercial complexities of both domestic and multimodal international transportation, we advise clients across the broad spectrum of issues, including commercial, regulatory, litigation, legislative and policy issues, as well as homeland security and hazardous materials involving transport of goods by rail, truck, vessel, aircraft and pipeline.





Established in 1911, Thompson Hine is a business law firm dedicated to providing superior client service. The firm has been named one of the top two law firms in the country for client service and the only firm ranked in the top tier for "Provides Value for the Dollar," according to the 2011 *BTI Client Service A-Team: Survey of Law Firm Client Service Performance*. The firm has offices in Atlanta, Cincinnati, Columbus, Cleveland, Dayton, New York and Washington, D.C. With approximately 400 lawyers, Thompson Hine serves premier businesses worldwide, including:

AKZONOBEL INC.  
AMERICAN CHEMISTRY  
COUNCIL, INC.  
AMERICAN STEAMSHIP COMPANY  
AVERY DENNISON CORPORATION  
BUCKEYE POWER, INC.  
CENTRAL GULF LINES, INC.  
CENTRAL HUDSON GAS &  
ELECTRIC CORPORATION  
CH ENERGY GROUP, INC.  
CHIQUITA BRANDS  
INTERNATIONAL, INC.  
COLUMBUS ZOO AND  
AQUARIUM/ZOOMBEZI BAY  
CROWN EQUIPMENT CORPORATION  
THE DAVEY TREE EXPERT COMPANY  
DDR CORP.  
EATON CORPORATION  
ENERGIZER/EVEREADY

EXXON MOBIL CORPORATION  
FIFTH THIRD BANK  
FORD MOTOR COMPANY  
FORMICA CORPORATION  
GODIVA CHOCOLATIER, INC.  
GOODRICH CORPORATION  
THE GOODYEAR TIRE &  
RUBBER COMPANY  
THE HARTFORD  
JO-ANN STORES, INC.  
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THE LUBRIZOL CORPORATION  
MEADWESTVACO CORPORATION  
MILACRON INC.  
MISSION ESSENTIAL PERSONNEL LLC  
MORGAN STANLEY

NATIONWIDE MUTUAL  
INSURANCE COMPANY  
NETJETS INC.  
NEWELL RUBBERMAID INC.  
NORDSON CORPORATION  
OFFICE DEPOT, INC.  
PARKER HANNIFIN CORPORATION  
POLYONE CORPORATION  
PPG INDUSTRIES  
THE PROCTER & GAMBLE COMPANY  
R+L CARRIERS, INC.  
S.C. JOHNSON & SON, INC.  
SHELL OIL COMPANY  
SOLVAY S.A.  
STERIS CORPORATION  
THE TORO COMPANY  
VERIZON  
WELLPOINT, INC.  
WHIRLPOOL CORPORATION

For more information, send an email to [AskUs@ThompsonHine.com](mailto:AskUs@ThompsonHine.com)

## OUR CLIENT SERVICE PLEDGE

### What Our Clients Can Expect From Us . . .

1. We will know your business. We make it our business to understand your business. We will invest our time and resources to develop and maintain knowledge of the dynamics that impact both your industry and your organization. Understanding your business will help us provide better counsel to you.
2. We will plan our engagements with you. We know that clients differ in their goals, risk tolerance and a variety of other factors that must be taken into consideration before work can begin on any matter. At the beginning of every significant matter, we will work with you to develop a plan to meet your strategic goals. By agreeing on a plan at the beginning – and adjusting it as needed – we will stay focused on what is most important to you.
3. We will manage your work as if we were the client. We will work with you to manage your costs. We will staff every matter with the right resources, and we will manage the work as if we were the client – delivering the highest quality of service on time and in the most cost-effective manner.

4. We will be available when you need us. We recognize that you often need to make swift decisions and act quickly. We will be ready to act for you when you need us, and we will make ourselves available wherever and whenever necessary.
5. We will communicate often. Our goal is that you will never be surprised about developments in anything we are handling. We will provide regular updates on the progress of your matters, including all significant developments and changes to scope, timeline or budget.
6. We will provide the highest-quality counsel. Above all else, we stand for the highest quality. Our lawyers, paralegals and staff take pride in the work they do. From the boardroom to the courtroom, you can count on Thompson Hine for the highest-quality service.

### What Our Clients Can Do To Help . . .

1. We ask you to share your goals. The more we know about your goals, the better we can manage our services to help you attain them. If your goals change as a matter progresses, we ask that you tell us, so we can adjust our approach to meet your expectations.
2. We want to know your preferences for working with us. We ask you to tell us your preferred methods of communication, invoice and billing procedures, and anything else that is important to you, so that we can deliver our service the way you want it.
3. We need your feedback. We want your feedback on our performance so that we can continue to meet and exceed your expectations.

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