

THOMPSON HINE

Transportation Services



ATLANTA

CINCINNATI

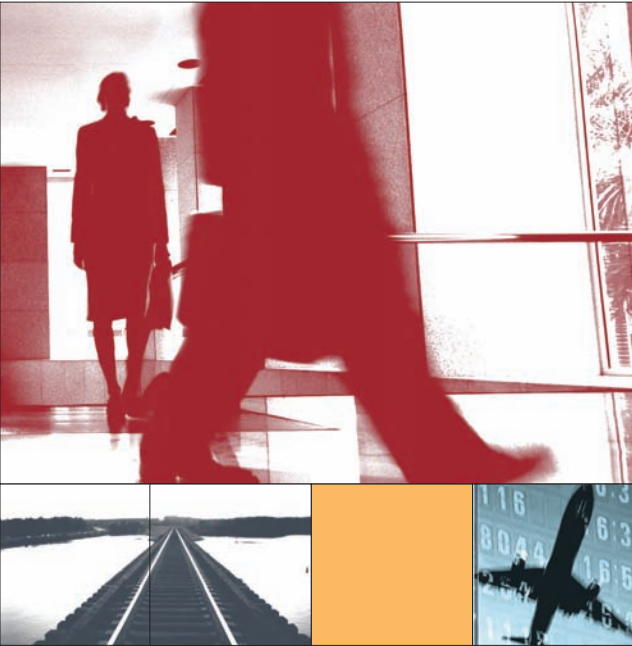
CLEVELAND

COLUMBUS

DAYTON

NEW YORK

WASHINGTON, D.C.



About The Group

One of the largest transportation practices in the United States, our team has more than 100 years of collective experience representing transportation interests. We are involved in matters relating to commercial relationships and arrangements as well as the extensive and complex structure of rights, remedies and regulatory requirements involved in the domestic and international transportation of goods by rail, motor, ship, barge, air and pipeline.

We are highly experienced in the negotiation of transportation-related contracts and the development of strategic business plans on transportation matters. We have litigated numerous transportation contract disputes and other transportation-related issues before state and federal courts, administrative agencies and arbitration panels. In addition, members of our Transportation group frequently assist our clients to present their transportation-related issues to individual members of Congress and to congressional committees.

Representative Clients

We advise clients across all major modes of transportation and types of commodities. Our clients include bulk and non-bulk shippers, intermediaries and carriers. Examples of past and present clients include:

- Bulk-commodity shippers
 - ▶ Electric utilities
 - ▶ Agricultural companies
 - ▶ Metals companies
 - ▶ Petro-chemical companies
 - ▶ Coal companies
- Industry trade associations
- Manufacturers
- Retail companies
- Short-line railroads
- State and local government interests
- Transportation intermediaries
 - ▶ Motor freight forwarders
 - ▶ Motor carrier brokers
 - ▶ Intermodal marketing companies
 - ▶ Third-party logistics companies
 - ▶ Non-vessel operating common carriers (NVOCC)
 - ▶ Ocean freight forwarders

M o r e than 100 years of
collective experience representing
t r a n s p o r t a t i o n interests...



Federal Agency Practice

We represent clients in a broad range of administrative and regulatory matters before the following government agencies:

- Department of Transportation (DOT)
- Federal Aviation Administration (FAA)
- Federal Highway Administration (FHWA)
- Federal Maritime Commission (FMC)
- Federal Motor Carrier Safety Administration (FMCSA)
- Federal Railroad Administration (FRA)
- National Highway Traffic Safety Administration (NHTSA)
- Research and Special Programs Administration (RSPA)
- Surface Transportation Board (STB)

Rail and Intermodal

Representative Services

We have extensive experience in rail and intermodal transportation matters, both with individual companies and at the level of national policy. We have participated in virtually every major rulemaking at the Interstate Commerce Commission and its successor, the Surface Transportation Board, in the last 40 years. In addition, we have represented both national associations and individual clients in every major rail merger since 1990. The services that we provide our clients include the following:

- Develop and execute strategies for efficient and cost-effective transportation of raw materials, components, and finished products, in close cooperation with our clients.
- Negotiate and interpret rail and intermodal transportation contracts between and among shippers, carriers, and intermediaries.
- Advise clients in rail contract and service disputes, and if necessary, litigate or arbitrate such disputes.
- Represent client interests in proceedings involving the merger and consolidation of Class I railroads.
- Advise and represent clients in railroad construction, crossing and abandonment proceedings.
- Represent clients in administrative agency rulemakings and proceedings related to rail transportation.
- Advise and represent clients in the pursuit of competitive rail transportation options.
- Represent clients in regulatory proceedings to challenge rail rates as unreasonably high.
- Advise and represent clients on rail safety and compliance issues, including hazardous materials transportation.
- Monitor and advise clients about relevant legislation.
- Record rail car financing transactions and file liens with the STB.
- Advise clients in rail car leasing disputes.
- Counsel clients on the application of the antitrust laws to transportation arrangements and disputes.

Representative Matters

- Assisted a major plastics company to develop a rail transportation contract for the shipment of plastics resins from a newly competitive rail origin, resulting in substantial reductions in its transportation charges.
- Represented a major rail shipper in an arbitration proceeding involving the pricing provision of a rail transportation contract, resulting in millions of dollars in savings annually.
- Represented a major steel company in a rail merger proceeding, in which the shipper successfully challenged an anti-competitive arrangement between the merging carriers and a competitor.
- Prepared an offer of financial assistance for a shipper to preserve rail service by acquiring a rail line slated for abandonment.
- Obtained authority for a rail shipper to construct a line of rail that would cross the track of the incumbent and create rail-to-rail competition, resulting in tens of millions of dollars in rate reductions from the incumbent over just a few years.
- Prepared and litigated claims for cargo loss and damage and service delays.
- Preserved rail build-out options in rail merger proceedings for two major chemical manufacturers and an electric utility.
- Prepared comments to the STB in major rulemakings on policies and procedures to govern future rail mergers and future rail rate reasonableness disputes.
- Represented a rail shipper in the “bottleneck” cases, in which the STB set national policy regarding shippers’ rights to challenge unreasonable rates over monopoly rail line segments.
- Advised a rail shipper on the purchase of a rail line and the establishment of operations over the line.
- Advised a hazardous materials shipper on safety regulations and liability issues after a major train derailment, resulting in the release of the shipper’s hazardous materials.
- Advised a rail shipper on its rail car repair obligation at the end of a long-term rail car lease.
- Prepared FRA drug and alcohol testing policy for a short-line railroad.

Water Transportation

Representative Services

We have significant experience representing shippers, intermediaries and carriers in a variety of maritime transactions and matters. Our lawyers are skilled in drafting and reviewing international service contracts, charter agreements, ocean bills of lading and towage contracts. Moreover, our lawyers were instrumental in the passage of the Ocean Shipping Reform Act of 1998 (OSRA) and consequently are nationally renowned for their work with respect to U.S. regulation of the ocean liner industry. Our client services include the following:

- Draft and review maritime transportation contracts, charter parties and ocean bills of lading.
- Advise clients on matters relative to maritime statutes and regulations, including OSRA, cargo liability governed by the U.S. Carriage of Goods by Sea Act (COGSA) and the coastwise trades regulated under the Jones Act.
- Handle complex litigation before state and federal courts and arbitration panels concerning contract performance by carriers, and cargo loss and damage claims.
- Advise and represent clients in litigation and arbitration of inland barge transportation, charter party and other admiralty and maritime disputes.
- Counsel clients on the application of the antitrust laws to transportation arrangements and disputes.
- Prepare and file ocean transportation intermediary licensing applications.

Representative Matters

- Played an instrumental role in achieving partial deregulation of the U.S. international ocean liner industry through adoption of OSRA.
- Participated in every rulemaking proceeding initiated by the FMC to implement OSRA.
- Drafted numerous ocean shipping service contracts for shippers and NVOCCs.
- Participated in workshops and meetings to address international maritime policy arranged by the Maritime Transport Committee of the Organization for Economic Cooperation and Development (OECD) and The Comité Maritime International.
- Arbitrated a charter party dispute regarding demurrage and cancellation charges.
- Arbitrated a charter party dispute regarding cargo damaged in transit.
- Represented shippers and NVOCC in investigations by the FMC concerning compliance with the 1984 Shipping Act.
- Drafted bills of lading.
- Drafted barge transportation agreements.

We advise clients across all major modes of transportation & types of commodities...



Motor Carrier

Representative Services

Our lawyers regularly assist carriers, intermediaries and shippers in a wide variety of motor carrier matters, including the negotiation and drafting of motor carrier, broker and freight forwarder contracts; claims for loss, damage and delay; and safety and licensing matters. Our client services include:

- Draft and update motor carrier and intermediary shipping contracts.
- Prepare and file motor carrier and broker license applications.
- Prepare, file and, if necessary, litigate cargo loss, damage and delay claims.
- Advise clients on motor carrier safety issues, including compliance with hazardous materials regulations.

Representative Matters

- Prepared comments in numerous rulemaking proceedings before the ICC/STB and DOT affecting transportation policies related to hazardous materials, hours of service for truck drivers, cargo securement and undercharge, among others.
- Defended scores of shippers in the highly charged negotiated rates cases before the ICC, the STB and both federal and state courts, including participation in several cases before the United States Supreme Court.
- Negotiated third-party logistics contract to arrange motor carrier transportation for a hazardous waste shipper.
- Participated on committee that created a motor carrier through bill of lading for NAFTA freight shipments.
- Participated in STB proceedings regarding antitrust immunity for motor carrier rate bureaus and the National Classification Committee.

Air

Representative Services

We have experience in a variety of aviation matters, including aircraft registration; formation of voting trusts for foreign entities; aircraft sales and lease transactions; FAA enforcement proceedings, including shipments of hazardous materials; and airport construction and development. We also have experience in air transportation contracts and cargo liability disputes. In addition, we are familiar with the requirements and policies applicable to international air transportation. Our representative services include:

- Negotiate air transportation contracts.
- Register aircraft, both private and foreign-owned, in the FAA office in Oklahoma City.
- Advise clients on sales and lease transactions.
- Advise clients on safety and security issues.
- Develop safety compliance policies.
- Represent clients on matters related to transportation facilities, such as airport construction and development, facility financing, real estate and state siting issues.

Representative Matters

- Defended shipper charged by FAA with hazardous materials regulatory violations.
- Appealed FAA retraction of a “no hazard” determination for new tower-antenna.

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.

About Thompson Hine

Established in 1911, Thompson Hine is a business law firm dedicated to providing superior client service. The firm has been recognized as one of the Best Corporate Law Firms in America in an annual survey of corporate directors conducted by *Corporate Board Member* magazine. With approximately 400 lawyers in offices in **ATLANTA, CINCINNATI, COLUMBUS, CLEVELAND, DAYTON, NEW YORK** and **WASHINGTON, D.C.**, Thompson Hine serves premier businesses worldwide, including:

AKZO NOBEL INC.

AMERICAN CHEMISTRY COUNCIL, INC.

AMERICAN STEAMSHIP COMPANY

EVERETT 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

DEVELOPERS DIVERSIFIED

REALTY CORPORATION

EATON CORPORATION

ENERGIZER/EVEREADY

EXXON MOBIL CORPORATION

FIFTH THIRD BANK

FORD MOTOR COMPANY

FORMICA CORPORATION

GOODRICH CORPORATION

THE GOODYEAR TIRE &

RUBBER COMPANY

THE HARTFORD

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POLYONE CORPORATION

PPG INDUSTRIES

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R+L CARRIERS, INC.

S.C. JOHNSON & SON, INC.

SHELL OIL COMPANY

THE SHERWIN-WILLIAMS COMPANY

SOLVAY S.A.

STERIS CORPORATION

THE TORO COMPANY

VERIZON

WELLPOINT, INC.

WHIRLPOOL CORPORATION



2002 • 2005 • 2006 • 2007
2008 • RECIPIENT



Ranked as a Leading Firm
by Chambers USA • 2003 - 2010



Ranked as a Top 25 Firm for
Client Service • 2008 • 2009 • 2010

For More Information

For more information, send an email to AskUs@ThompsonHine.com or visit our website at www.ThompsonHine.com

**THOMPSON
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ATTORNEYS AT LAW

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