

MANUFACTURING AND INNOVATION

Manufacturing is a key economic driver in the U.S., adding value and stimulating job creation throughout the supply chain. As manufacturing companies increasingly face competition and a wide variety of challenges, companies operating in this global industry need to remain lean, efficient and proactive while they identify and capitalize on innovative solutions.

As a foundational strength of our firm, Armstrong Teasdale has long provided service to manufacturing companies. Firm lawyers are well-positioned to provide counsel to these industry clients, and understand the background, pressure points and intricacies of many different commercial and industrial manufacturing operations. As the manufacturing industry continues to undergo significant transformation, we are uniquely positioned to assist clients in addressing innovation in their operations and to serve as their industry law firm. Based on feedback from in-depth interviews with corporate counsel at more than 950 organizations, Armstrong Teasdale was recognized as one of the top law firms serving the manufacturing industry in BTI Consulting Group's Industry Power Rankings.

The firm is well-suited to counsel manufacturers across market sectors and international borders not only on day-to-day operations, but also on long-term issues and emerging trends to allow clients to effectively manage innovation in a rapidly changing industry. Manufacturing companies need support from lawyers who thoroughly understand the industry, and from a firm that has the resources to help respond to pressures in the marketplace. We understand not only what drives our clients' business, but also where they may face new opportunities or threats in the future and provide counsel to allow clients to continue innovating to capitalize on those opportunities and defend against those threats. Our lawyers have advanced technical degrees and Ph.D.s in fields including chemistry, biology, engineering, computer science and physics.

The firm provides counsel on an exhaustive number of matters, including those related to:

- Technology and innovative products and services, including 3-D printing, artificial intelligence and robotics
- Intellectual property, including patent strategies to protect advances in manufacturing equipment and processes, as well as innovations in computer-implemented processes; trademark and copyright strategies to establish and protect brand image and expression in the marketplace; patent landscape and freedom-to-operate analyses; and due diligence on intellectual property holdings and risks for mergers and acquisitions
- International business, including customs regulations and export controls, investing overseas and trade compliance
- Privacy and data security, including incident response, litigation and risk mitigation
- Mergers, acquisitions and divestitures, including strategic transactions, spin-offs, restructuring ownership and closing nonperforming facilities
- Commercial and technology contract relationships, including cloud computing, software as a service (SaaS), enterprise-wide technologies, licensing agreements, managed services and outsourced development relationships, strategic partnerships, joint ventures and collaboration agreements
- Employment and labor, union matters and workers' compensation
- Real estate, development and construction
- Banking and finance
- Environmental, Health and Safety
- Risk Management and Litigation, including class action and product liability

- Governance and regulatory compliance
- Immigration
- Energy and infrastructure matters

EXPERIENCE

Counsel to Tier 1 Automotive, Aviation Manufacturers in Chapter 11 Proceedings

Served as counsel to numerous trade creditors, including Tier 1 suppliers, in automotive and aviation industry manufacturer's Chapter 11 proceedings.

Representation of Aerospace Engineering Company in Debarment Proceedings

Successfully represented aerospace component engineering company in administrative debarment proceedings.

Granted Writ of Prohibition in Dozens of Related Product Liability Actions

Granted writ of prohibition from the Superior Court of Pennsylvania in dozens of related product liability actions for a national window manufacturer.

Counsel to Private Equity Fund in \$20 Million Equity Acquisition

Acted as counsel to a private equity fund in its \$20 million equity acquisition of a company serving various large industrial and aerospace customers. The transaction involved a complicated pre-closing tax-free reorganization, donation of a minority interest in the target company to a donor-advised fund, international distribution issues, and a representations and warranties insurance policy. Helped client achieve its goal of closing and deploying allocated capital at year-end on an expedited basis.

Summary Judgment Affirmed on Appeal in Trademark Case

Secured summary judgment for a manufacturer in dispute over use of the client's mark. The plaintiff in the case sought a permanent injunction in Wisconsin and Michigan and disgorgement of profits. The U.S. District Court for the District of Wisconsin granted summary judgment precluding an award of profits and denied a permanent injunction after trial. Both rulings were affirmed on appeal to the U.S. Court of Appeals for the Seventh Circuit.

Delaware Counsel to Computer Data Storage Products Manufacturer in Bankruptcy

Delaware counsel to the Official Committee of Unsecured Creditors in bankruptcy cases for a computer data storage products manufacturer.

Counsel to Acquiring Company in 363 Sale of Assets of Major Steel Manufacturer

Served as counsel to the purchaser of substantially all of the assets of a major steel manufacturer.

Counsel to Reclaiming Creditors for Major Steel Manufacturer

Served as counsel to the reclaiming creditors for an East Coast steel manufacturing company in its Chapter 11 bankruptcy proceedings.

Obtained Injunction for Ethanol Manufacturer in Trade Secret Case

Obtained injunction against former employee of ethanol manufacturer, preventing employee from disclosing client's trade secrets.

Withdrawal of Unfair Labor Practice Charge Against Manufacturer

Successfully defended a pet food company against an unfair labor practice charge filed with the National Labor Relations Board. In filing the charge, a union alleged the client unlawfully disciplined and discharged one of its employees because of

his support for the union during its organizing campaign. Following a vigorous defense against the allegation, the union withdrew the charge.

Represented Property Owner in \$25 Million Development of Manufacturing Facility

Represented property owners in the preparation and negotiation of construction and architectural agreements for a specialty manufacturing facility exceeding \$25 million.

Trade Compliance Audits for Manufacturing Conglomerate

Regularly visited global sites of publicly traded manufacturing conglomerate to conduct trade compliance audits of its operations. These audits included a review of the corporation's general compliance structure, import compliance, export compliance and supply chain security.

Sale of Private Contract Manufacturer

Represented a privately held contract manufacturer in its acquisition by a diversified holding company, including due diligence and disclosure matters, employee benefits, environmental and tax considerations.

\$78 Million Equity Purchase of Drivetrain Manufacturer

Represented large, privately held client in \$78 million managed sale equity purchase of manufacturer of high-precision, custom-engineered drivetrain components for off-road vehicles.

\$140 Million Managed Sale Merger Acquisition of Manufacturer and Distributor

Represented diversified global supplier in \$140 million managed sale merger acquisition of a manufacturer and distributor of HVAC sheet metal products.

Sale of International Industrial Manufacturer

\$90 million sale of industrial manufacturing company with several international locations and involving a pre-closing real estate spinoff.

Multimillion-Dollar Judgment for Manufacturing Clients Affirmed on Appeal

Secured opinion from the Seventh Circuit Court of Appeals affirming a judgment in favor of manufacturing clients who brought breach of contract and fraud claims against sales representative. At trial in federal court in Chicago, the jury awarded over \$3 million in contract damages, \$400,000 in fraud damages and just over \$900,000 in punitive damages. The District Court awarded additional amounts for unjust enrichment and interest for a total judgment over \$5.6 million.

Contract and Fraud Case Involving Foreign Manufacturer

Represented a large foreign manufacturer in a contract and fraud dispute against two American companies, including a large American retailer. Secured a multimillion-dollar judgment after a two-week federal jury trial.

Representation of Plastics Manufacturer in Multimillion-Dollar Wrongful Death Suit

Represented plastics manufacturer in multimillion-dollar wrongful death claim arising from plant accident.

Defense of Auto Supply Manufacturer in National Antitrust Class Actions

Defended automotive filters manufacturer in national antitrust class action lawsuits.

Defense of Manufacturer in Antitrust and Consumer Fraud Class Actions

Defended international engine manufacturer in U.S. and Canadian antitrust and consumer fraud class action lawsuits.

Defense of Manufacturer in Fire and Explosion-Related Claims

Defended the manufacturer of liquid propane valves and regulators in lawsuits involving fires and explosions that challenged the manufacturer's corporate reorganization.

\$87 Million Equity Sale for Manufacturing Client

Represented manufacturer in \$87 million equity sale of manufacturer and distributor of hydraulic drive components.



\$188 Million Managed Sale Acquisition of Aerospace Industry Manufacturer

Represented manufacturer in \$188 million managed sale acquisition of aerospace tubing manufacturer.

Pricing Policy Compliance Training for Manufacturer Resellers

Provided training for resellers of a privately held manufacturing and distribution company to ensure compliance with the company's Minimum Advertised Price Policy. Training included overview of relevant antitrust laws and discussion of real-world pricing scenarios.

Cross-Border Transactions for Holding Company and Primary Portfolio Company

Completed a series of four complex, multimillion-dollar transactions in the U.S. and U.K. on behalf of a holding company and its primary portfolio company. In addition to traditional M&A aspects, our team provided guidance on related real estate, environmental, employment, benefits, immigration and international factors. Two of the four transactions closed on the same day on two different continents.

Judgment in \$10 Million Breach of Warranty Claim Case

Secured judgment at the close of plaintiff's case for a \$10 million breach of warranty claim on large power generators.

Defense in Shareholder Dispute Involving Malfeasance, Breach of Fiduciary Duty Claims

Defended the managing shareholder of a metal fabrication company against claims of malfeasance and breach of fiduciary duty from his fellow shareholder.

\$950 Million Sale of Manufacturing Business

Represented welding company client in \$950 million sale of manufacturing business.

Representation of Fire Safety Systems Manufacturer in Breach of Contract Case

Represented national fire safety systems manufacturer in federal court relating to breach of contract claims.

Successfully Defended Contractor in Arbitration Against Seven-Figure Claim

Defended general contractor in seven-figure claim brought by an asbestos contractor in arbitration. Arbitrator's award to asbestos contractor was 5% of the amount sought and was less than the general contractor had offered in settlement.

Citations Vacated for Client in OSHA Evidentiary Hearing

Defended company in OSHA evidentiary hearing in which company asserted that installation of wood trusses constituted steel erection. Administrative Law Judge agreed and vacated the citations.

Representation of National Window Manufacturer in Product Liability Actions

Represented a national window manufacturer in dozens of product liability actions involving alleged residential construction defects.

Won Business Tort, Defamation Cases for Contract Manufacturer

Won suits brought in Pennsylvania state court against a contract manufacturer alleging various business torts and defamation.

\$35 Million+ Strategic Fulfillment/Transportation Contract

Served as outside counsel responsible for \$35 million+ long-term strategic fulfillment/transportation contract for international retailer.

Patent Portfolio Management for Multinational Aerospace Corporation

Managed patent applications relating to semiconductors, avionics, antennas, modeling, simulation, non-destructive testing, flight control systems, communication systems, electronics and unmanned systems.

Managed International Patent Portfolio for Health Care Company



Managed U.S. and international patent portfolio related to heart pumps, cardiac catheters, electrocardiograms, heart mapping, heart monitoring and ablation therapy technologies.

Successfully Defended Used Oil Recycler Following Alleged Sale of Contaminated Oil

Defended used oil recycler in sale of alleged contaminated oil to customer. Jury awarded recycler all costs for unpaid shipments of oil, and awarded \$3,000 to customer after four-day trial.

Patent Portfolio in Touch Screen Technology

Managed the filing of a portfolio of patent applications for an international client in the touch screen technology area.

Patent Clearance Projects in Pharmaceutical Industry

Managed several patent clearance projects relating to a computer ecosystem designed to manage the prescription process and use by patients of a multimillion-dollar pharmaceutical product.

Successful Outcome in Cases Related to Misinterpretation, Misapplication of Lockout/Tagout Standard

Defended numerous employers in cases in which OSHA was persuaded that it misinterpreted or misapplied the lockout/tagout standard.

Reduced Penalties for Dairy Farm in Fatalities Following OSHA SVEP Placement

Defended dairy farm in two separate fatality cases that resulted in repeat OSHA citations and placement on OSHA Severe Violator Enforcement Program (SVEP). At conclusion of negotiation, company was removed from SVEP and penalties were cut by 75%.

No Willful Violations for Publicly Traded Company

Defended publicly traded company in a two-week OSHA evidentiary hearing involving multiple alleged willful violations at a meat plant. At the conclusion of the hearing, the Administrative Law Judge determined there were no willful violations.

No Prosecution for Client in Multiple Fatality Case Referred to the U.S. Attorney

Defended a company in a multiple fatality case that resulted in an OSHA referral to the U.S. Attorney for prosecution. After meeting with the U.S. Attorney, no prosecution resulted.

Citations Vacated for Client in Fatality Involving Construction Crane

Defended company in an OSHA evidentiary hearing involving a fatality on a crane. At the conclusion of the hearing, the Administrative Law Judge vacated all citations.

No Willful Violations in Case Involving Availability of Rescue Boat

Defended company in OSHA evidentiary hearing involving facility and availability of rescue boat. The Administrative Law Judge determined violation was not willful.

Six Citations Vacated for Electrical Equipment Manufacturer

Defended manufacturer of electrical equipment in OSHA evidentiary hearing where issues all involved possible electrocution hazards associated with high voltage equipment. The Administrative Law Judge vacated all six citations that were issued.

Favorable Result for Company Cited in Violation of OSHA Silica PEL

Defended company that received citation alleging exceedance of OSHA's silica PEL. Convinced OSHA the sample results were invalid, resulting in withdrawal of citation.

Multimillion-Dollar Settlement for Publicly Traded Railroad Facing Environmental Claims

Obtained multimillion-dollar settlement for a publicly traded railroad in environmental claims involving diesel fuel and PCB spills, and numerous signal battery disposal sites against predecessor in interest.

Defended Magnesium Recycler in EPA Cost Recovery Action



Defended magnesium recycler in EPA cost recovery action in Pennsylvania including negotiating consent decree and private party allocation.

Successfully Resolved Matter for Company in OSHA Severe Violator Enforcement Program

Defended company placed in OSHA Severe Violator Enforcement Program (SVEP) involving combustible dust explosion and serious injuries. The case was settled with no willful violations and the company was removed from SVEP.

No Negligence in MSHA Mine Fatality

Persuaded MSHA to make a determination of no negligence in a mine fatality in which the employee was struck by equipment being hoisted.

Representation of Manufacturing Company in Soil and Groundwater Cleanups

Represented manufacturing company in soil and multi-plume groundwater cleanups of PCBs and solvents in Missouri. Persuaded EPA to pursue separate source of groundwater contamination. Site is located in close proximity to drinking water wellfield.

Defended Publicly Traded Company in Cleanup of VOCs, Lead

Represented publicly traded company performing environmental cleanup of VOCs and lead under the Unilateral Administrative Order at a wildlife refuge in Illinois that was a WWII ordnance plant.

Defended Company Performing Cleanup at Superfund Site

Defended company who performed \$28 million environmental cleanup of PCBs, asbestos and TCE at Superfund site, formerly used for automotive manufacturing, under Administrative Settlement Agreement and Order on Consent. The site is located in a residential area and will be transformed into a recreational facility.

Summary Judgment for Manufacturer in Patent Case

Obtained summary judgment and favorable resolution for our client, a major manufacturer, regarding six patents in U.S. District Court for the Eastern District of Missouri.

Antitrust and Compliance Reviews for Fortune 500 Manufacturer

Performed numerous on-site antitrust compliance reviews and training for a Fortune 500 multinational manufacturing and engineering services company. Involved travel with in-house counsel to numerous subsidiaries and allowed the client to achieve its compliance program goals and initiatives.

Defended Client in Waste Regulation Action Affirmed on Appeal

Defended client in an action against the Missouri Air Conservation Commission. The judge invalidated Missouri medical waste, industrial waste and sewage sludge incinerator regulations in the first of the “no stricter than” cases brought under the Missouri Clean Air Act. The decision was affirmed on appeal by the Missouri Court of Appeals.

Multimillion-Dollar Deal in Client’s First International Expansion

Represented a client that heat treats metal parts for general manufacturers, including those in the automotive and aircraft industries, in its first international expansion. The deal included providing assistance with a long term supply arrangement with an European equipment manufacturer as well as a long-term facility lease and construction agreements; retaining local counsel in Mexico; setting up foreign subsidiaries and adding a new U.S. subsidiary; as well as handling associated intellectual property, real estate and tax issues.

Won Class Certification for Plaintiffs in Large IoT Liability Case Against Automotive Manufacturer

Lead counsel for three certified plaintiffs’ classes with an estimated 400,000 to 500,000 members, in a case alleging that various cars and trucks suffer from a series of cybersecurity defects that render the vehicles vulnerable to being hacked in a way that would allow hackers to remotely control the vehicles’ operational and safety systems, including acceleration, braking, steering and ignition.

**Obtained Consent Judgment for Manufacturer in Patent Infringement Case**

Successfully defended our client, a part and packaging manufacturer, against allegations of patent infringement and obtained a consent judgment of noninfringement.

Multimillion-Dollar Venture Capital Investment into Predictive Analytics Company

Advised lead investor on multimillion-dollar Series A venture capital investment into cloud-based predictive analytics software company.

Multiple Acquisitions Support Client's Diversification Strategy

Represented a client in completing numerous acquisitions of manufacturing, distribution, construction and technology companies. These transactions ranged from several million dollars to nearly \$100 million and occurred over several years. These acquisitions supported the company's goals of diversifying its products and services offerings in its core markets as well as provided avenues for expansion into other markets.

\$34 Million Company Asset Sale

Represented a client in the \$34 million sale of client assets and related companies. This was a multi-state transaction of the largest producer and distributor of rubber mulch in the United States.

Expansion of Manufacturing Capacity for Client

Client needed to expand manufacturing capacity. Drafted and negotiated real estate purchase contract, negotiated and secured development incentives, and guided client through successful redevelopment in Hazelwood, Missouri.

Counsel to Fortune 500 Tech/Engineering Client on Commercial Agreements

Provide counsel to a multibillion-dollar Fortune 500 technology and engineering company in connection with various supply, distribution, group purchasing, manufacturing, license and other commercial agreements. This representation helps facilitate the company's go-to-market strategies and sales objectives.

Counsel to Meal Kit Company Preparing for Future Growth

Provided counsel to meal kit delivery service experiencing exponential growth. Addressed complex regulatory and sensitive litigation issues with innovative strategies to position the client for future growth and success.

Successfully Defended Pet Food Brand in Misappropriation of Trade Secrets Case

Successfully defended a pet food company against misappropriation of trade secrets claims. Two of the plaintiff's employees were terminated by the plaintiff and went on to work for a competitor after developing a new type of packaging to supply to our client. At the same time, the competitor was in the process of developing replacement packaging to supply to our client. Our client moved its business to the competitor and the plaintiff filed suit in U.S. District Court for the Western District of Missouri against our client, the two former employees and the competitor. Armstrong Teasdale defended the lawsuit by, among other things, challenging the plaintiff's characterization of the allegedly misappropriated information as trade secrets. At mediation, the plaintiff agreed to settlement by dropping its claims and requesting a nominal payment from our client pursuant to a raw materials agreement for materials not used by the plaintiff before the relationship was terminated.

Managed Multiple International Patent Portfolios for Manufacturer

Provided development and strategic counsel oversight for multiple U.S. and international patent portfolios for commercially valuable products and systems of a multinational electrical product manufacturer for more than 20 years.

Successfully Defended Snack Chip Manufacturer Against Infringement, Other Claims

Successfully defended client against claims of patent infringement, trademark infringement, trade secret misappropriation and unfair competition brought by leading manufacturer of snack chips. Secured a defense verdict on all claims.

Secured Withdrawal of OSHA Citations for Manufacturing Client

Defended company that received two willful citations under OSHA lead standard when manufacturing with leaded brass. OSHA withdrew both willful citations.

GDPR Compliance Program Implementation for Aviation Service Company

Facilitate the design, build-out and implementation of the client's GDPR compliance program.

Settled Competing Claims Regarding Alleged Fraudulent Transfers of Company Assets

Successfully settled competing claims on behalf of a company whose deceased member was alleged to have engaged in fraudulent transfers of company assets.

Defense, Resolution of Class Action Lawsuits under Fair Credit Reporting Act

Successfully defended and resolved a number of class action lawsuits against major corporations brought under the Fair Credit Reporting Act (FCRA) for alleged violations of the provisions of the FCRA applicable to employment background checks.

Data Privacy Compliance for Multinational Manufacturer

Represented multinational manufacturer in undertaking compliance with GDPR, including update of privacy policies, negotiation of data privacy addenda, and development of an international data transfer mechanism.

Secured Withdrawal of OSHA Citations Relating to Hexavalent Chrome Standard

Defended company that received 14 citations under OSHA's hexavalent chrome standard, including alleged exceedance of PEL. OSHA withdrew 12 of 14 citations.

Local Counsel on Multibillion-Dollar Merger

Acted as local counsel on multibillion-dollar merger of two publicly traded international organizations.

Advised on Patent Matters Related to Automotive Technologies

Advised in-house counsel on patent-related matters, including noninfringement and invalidity analyses of competitor patents. Prepared and prosecuted patent applications directed to variety of automotive technologies including automotive manufacturing, infotainment systems, electric vehicle (EV) charge controllers, audio systems, suspension systems and other mechanical systems.

Patent Infringement, Invalidity Analysis Relating to Display Screen Technology

Managed patent infringement and invalidity analysis for a client in the area of display screen technology. This involved numerous design patents covering various types of display screens.