MANUFACTURING

American manufacturing is rebounding and we provide the legal services that enable this essential sector of the economy to access capital and leverage innovation. We offer a broad scope of legal services to manufacturers that adds up to this: we remove obstacles and assist you in taking advantage of opportunities as they arise. Sometimes that’s as simple as reviewing contracts to protect your interests, but we also counsel on the big issues, such as financing, regulatory hurdles, litigation, mergers and real estate acquisition and leasing. We help you secure and retain talent, from the C-suite to the factory floor and obtain the tax incentives that reward your investment and entrepreneurship. Just as it takes diverse talent to keep your business running and focused on opportunity, our multi-disciplined legal team provides the diverse resources necessary to address all of the legal issues you encounter.

COMMERCIAL CONTRACTS AND TRANSACTIONS

One of the most basic—and important—services we provide for manufacturing clients is review of contracts. Our deep experience of the manufacturing sector allows us to understand your business so that we can identify savings opportunities and prevent future misunderstandings and litigation. In major matters, our attorneys negotiate and structure all types of agreements, including mergers and acquisitions.

EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION

Nothing is more important to your business than talent. Our practice advises executives in compensation and employment agreements, while manufacturing companies of all sizes rely on us for counsel in setting up and implementing complex benefit plans, including 401(k) and defined benefit plans. We also counsel clients on how to adjust to the changing landscape of health care benefit regulation, including compliance with the Affordable Care Act (ACA). We assist clients in designing health and welfare plans and cafeteria plans, as well as complying with the whole range of related reporting and disclosure requirements.

EMPLOYMENT AND LABOR RELATIONS

Manufacturers often face the challenges and exposure to employee claims that come with having large, hourly workforces. We advise on implementing formal policies and best practices, as well as employee handbooks and manager training, that minimize risk for your business and provide for viable legal defenses if you are the target of individual or class action claims. Our attorneys are experienced in wage and hour laws pertaining to overtime and other pay practices, and can represent you in enforcement actions before the National Labor Relations Board (NLRB), the U.S. Department of Labor and state agencies. We counsel on preventing, investigating and mitigating harassment claims, as well as discrimination actions. If you are the subject of a union organizing campaign, our lawyers will assist you in making your case to employees and ensuring compliance with NLRB laws governing elections and collective bargaining. With more than 25 employment attorneys—many of whom spent decades honing their skills at management-side law firms and corporate in-house employment departments—we stand ready to protect your business.

INSURANCE

We assist you in obtaining the right insurance coverage, and advocate for you in disputes with your carrier. We review policies and advise on coverage options, particularly in the area of product liability. Our lawyers rely on their experience in risk management in giving clients the advice they need to balance the costs of insurance...
with exposure to legal claims.

**INTELLECTUAL PROPERTY**

Our clients often have substantial investments in product design, manufacturing processes, branding, trade secrets and other intellectual property. Our registered patent professionals know the importance of efficiently managing an IP portfolio. We secure your ingenuity and innovation with preparation, prosecution and licensing, and enforcement through the courts or alternative dispute resolution. We have extensive experience challenging and defending patents and trademarks in state and federal courts, as well as the U.S. International Trade Commission.

**LENDING AND CORPORATE FINANCE**

We are experienced in all types of loan-related transactions, including unsecured and asset-backed loans, multi-lender and syndicated credit facilities, international and multi-currency facilities, tax-credit transactions and tax-leveraged financing. Our team has extensive experience representing clients in capital-intensive industries, and our attorneys have an average of more than 20 years in practice. Corporate finance departments rely on us for advice in structuring financial transactions in complex capital markets.

**LITIGATION**

We resolve business and commercial disputes of all types, including breach of contract or warranty, contractual or business relations, fraudulent conveyances, non-competition agreements and other restrictive covenants. We have defended the full gamut of personal injury claims, including wrongful death and severe injuries that resulted in life-long disabilities, such as quadriplegia, paraplegia, and permanent brain damage. In cases of clear liability, we find creative ways of address damages, such as the retention of experts to assess annuities and life expectancy, and specialized motions.

**MERGERS AND ACQUISITIONS, INCLUDING ESOP TRANSACTIONS**

We represent buyers and sellers in connection with the purchase and sale of manufacturing businesses, including equity and asset transactions, and tax-advantaged mergers. Our lawyers conduct or assist with all aspects of transactions, including initial M&A strategy, negotiations, transaction structuring, document preparation tax planning, due diligence, regulatory compliance, funding, and post-closing matters.

We advise business owners, ESOP trustees, financial advisers, minority shareholders and investors in ESOP conversions, sale of ESOP companies, fairness opinions, due diligence and closing documentation. Our attorneys have guided an ESOP conversion valued at $300 million, as well as many smaller transactions. Our tax practice works closely with our ESOP and estate planning groups to identify the right strategies for business owners.
NON-PROFIT ORGANIZATION AND STRUCTURING

PRODUCT LIABILITY

Manufacturers who have experienced product claims understand the need for a firm that has the experience to make an early assessment of the potential exposure from a claim and can either resolve it in a cost-effective manner without undue publicity, or fight strenuously for vindication of the product. We guide clients to a successful resolution drawn from handling numerous matters for both claimants and manufacturers. Our attorneys also are experienced in preservation of evidence, which is a key component in most product liability cases, and we provide risk management services to clients who face these types of claims.

The Taylor English Product Liability group consists of experienced trial attorneys, appellate advocates and former in-house counsel with a track record of success in product-related disputes and litigation.

As a group, we believe in proactive case assessment and management as a means of placing our clients in the strongest position possible and providing them with the information needed to make sound risk management decisions. To accomplish this, we work directly with our clients to conduct thorough internal investigations, secure expert analysis where needed, and map out a plan to resolution that is consistent with the client’s business and risk management objectives. Our goal is always to align ourselves with our clients to overcome the challenges presented.

Our product liability experience is both varied and deep, having represented clients on a local, regional, and national basis. Our attorneys represent manufacturers, distributors, and retailers in most major industries, including the aviation, automotive, building products, consumer products, plant equipment, electronics, chemical and pest control, medical device, and pharmaceutical industries, in both consumer-driven litigation and business-to-business disputes. Examples of product liability matters handled by members of our group include: asbestos, aircraft and aircraft components, vehicles and tires, industrial machines, medical devices, pharmaceuticals, dietary supplements, pesticides, power tools, and a variety of consumer products.

Members of our product liability team have achieved favorable outcomes for our clients through the effective use of expert testimony and challenges to opposing experts under Federal Rule of Evidence 702, Daubert v. Merrell Dow Pharmaceuticals, and similar state procedures.

As a product liability team, we provide our clients with:

- Early assessment claim investigation and containment counseling,
- National and regional case management services,
- Strategic litigation initiative services,
- Litigation, trial and appellate representation, and
- Advice and counseling on legal aspects of sales contracts, product warnings and labeling, product recalls and CPSC compliance and reporting issues.

And in doing so, our attorneys have:

- Served as national coordinating counsel for a Fortune 500 consumer product manufacturer, managing all toxic tort and product liability claims nationwide,
- Served as regional and national counsel for a major national pest control services provider, handling all aspects of defense of chemical exposure claims from discovery through trial, arbitration, and appeals,
Served as in-house and outside counsel for a leading building materials manufacturer managing the
defense of that company’s asbestos litigation nationwide, from inception through trial,

Served as lead warranty counsel for a major auto distributor for the defense of warranty actions in
Georgia,

Served as Daubert counsel and a member of the national trial team for a latex glove manufacturer, and

Defended aircraft and aircraft component part manufacturers in catastrophic injury and wrongful death
claims arising out of aircraft accidents.

REAL ESTATE ACQUISITION AND LEASING

We provide all services necessary for the acquisition, disposition, financing and development of industrial and
manufacturing real estate. We work with clients on such matters as the preparation of purchase and sale
agreements, the negotiation of development and construction agreements, environmental remediation and
site preparation, and the review of surveys and title commitments. Our practice also includes subleases, and
industrial and manufacturing leases. We understand the specific interests of each of our manufacturing clients,
and structure leases and related contracts to meet their needs.

REGULATORY

Many federal and state regulatory agencies oversees manufacturing operations, and we advise on best
practices that keep our clients in compliance. If there are enforcement actions, we’ll represent you in
negotiations, always with the goal of minimizing disruption to your business. Agencies where we have
extensive experience representing manufacturing clients include:

- Consumer Product Safety Commission (CPSC),
- Environmental Protection Agency (EPA),
- Equal Employment Opportunity Commission (EEOC),
- Federal Trade Commission (FTC),
- Food and Drug Administration (FDA), and
- Occupational Health and Safety Administration (OSHA).

TAX CREDITS AND SPECIAL INCENTIVES

Billions of dollars of business projects and transactions in the United States are enabled by federal, state and
local tax credits. We not only work with you in maximizing your use of available tax credits, but we also assist
you in negotiating for concessions from state or local governments vying for your business. Our attorneys
address everything related to tax credits, from identifying opportunities to preparing the extensive
documentation required in complex transactions. In those cases where use of a credit is challenged, we can
work closely with outside accountants to resolve disputes.

PRACTICE HIGHLIGHTS

Defense of product recall claim. Defended packaging component manufacturer in pre-suit claim by the
client’s customer, a consumer product manufacturer, to recover product recall costs and other damages arising
out of alleged package defect.
Represented provider of rooftop safety products in design patent, declaratory judgment litigation. Initiated lawsuit for Tie Down, Inc. to seek a declaratory judgment of non-infringement for a competitor's design patent relating to a roofing safety product. The case resulted in a favorable settlement for the client. *Tie Down, Inc. v. Rooftop Anchor, Inc.* (N.D. Ga.)

**IoT/Smart device launch.** Advise global appliance manufacturer on IoT/smart device launch.

Lead counsel on behalf of policyholder in connection with coverage litigation related to a consumer class action. Represented manufacturer facing numerous claims involving product distributed to national retailers. Dispute involved litigation with general liability carrier for manufacturer. The claims at issue exceed $10,000,000.

*Harwell v. Zyvax, Inc.* Represented chemical manufacturing company in pregnancy discrimination lawsuit filed by terminated employee. Following extensive discovery, filed a successful motion for summary judgment on all plaintiff's claims. The court entered judgment in favor of the company, and ordered plaintiff to pay costs to the company.

Defense of consumer class action against carpet manufacturer. Defeated certification of putative national consumer class action against carpet manufacturer involving claims of personal injury and violation of various state unfair and deceptive trade practices statutes (UDTPA) arising out of sale of new carpet that emitted allegedly harmful levels of volatile organic compounds (VOCs).

Defense of consumer fraud actions. Defended termite service provider in state court actions in Florida, Georgia, Tennessee, and South Carolina involving allegations of consumer fraud and violations of state consumer protection statutes. Successes include defeat on appeal of class certification in consumer class action asserting claims of consumer fraud and violations of Georgia Deceptive Trade Practices Act.


Pharmaceutical liability and medical device litigation. Defense of pharmaceutical liability and medical device litigation involving contraceptives, medicines for treatment and prevention of bone loss, blood thinners, cholesterol reduction medicines, anti-depressants, and latex gloves. Examples of experience include: obtaining orders excluding opposing expert opinions and granting summary judgment; development and coordination of expert witness testimony in Multi-District Litigation; serving on national discovery and trial teams.

*J.F. Electric, Inc. v. HD Supply, Inc.* Won motion to dismiss and defeated appeal over plaintiff's attempt to negate a venue selection clause based on strong Illinois public policy.