

# Automotive Law

## Immigration Law

- Compliance issues for employers hiring foreign workers
- Immigration issues in mergers and acquisitions
- Immigration matters for international business executives, professionals and their families, including visas and green cards

**Litigation** (all levels of state and federal courts and agencies, American Arbitration Association and International Chamber of Commerce International Court of Arbitration)

- Supply agreements, supply chain, purchase orders and other UCC disputes
- Breach of contract disputes
- Distribution and sales representative disputes
- Defense of business entities and officers and directors accused of violating securities laws
- Product liability, product safety and breach of warranty claims defense
- Enforcement of intellectual property rights
- Labor and employment matters
- Class-action defense

## Environmental

- Assist in the identification, allocation and reduction of environmental risks
- Assist in achieving and maintaining compliance with the highly complex regulatory schemes associated with the protection of air, water, soil, and wetlands
- Development of environmentally sensitive and brownfield sites
- Perform due diligence in complex acquisitions
- Handle litigation involving injury or damages caused by hazardous substances, hazardous waste, and fraudulent misrepresentation of real estate burdened with environmental problems

## Bankruptcy & Creditors Rights

- Develop and implement solutions to manage the customer and supplier relationships to reduce long and short term risks
- Develop and implement solutions to ensure payment or delivery from failing suppliers or customers
- Representation in connection with a customer's or a supplier's workout, insolvency or bankruptcy proceedings
- Negotiated payment acceleration, inventory and equipment purchases and price adjustments
- Representation in adversarial proceedings



**GIARMARCO, MULLINS & HORTON, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

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**GMH**  
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# Automotive Industry

Our automotive industry law practice uses an interdisciplinary team approach, with representation by attorneys from many of our practice areas. As a unified group, our team of experts has successfully represented OEMs and many large and small U.S. and international Tier I, II and III suppliers, privately held and publically traded. We have extensive experience representing suppliers with specialties ranging from advanced products and technologies to metal stamping in all legal issues they face - whether it involves a long term supply arrangement, a labor agreement, a workout, a sale or an acquisition, or a joint venture.

Over the years, our attorneys have represented automotive industry clients in the following selected areas:

## Commercial Transactions

- Represent OEMs and suppliers in developing, reviewing and negotiating terms and conditions in sales, leasing and distribution transactions
- Structure and negotiate long term supply and other commercial arrangements
- Represent suppliers in joint development arrangements
- Structure, negotiate and document joint venture agreements
- Advise on motor vehicle safety regulations
- Represent buyers and sellers in all aspects of public and private mergers and acquisitions
- Prepare, review and negotiate contracts for agency, distributorships, licenses, and technology transfers agreements, and requirements, service and tooling contracts
- Prepare, review and negotiate loan, financing and private offerings documents
- Negotiate and bring to successful resolution out of court settlements

## International Law

- Export/import sales transactions
- Trade, customs and export/import controls
- International financing, taxation and planning
- Design U.S. corporate structure for foreign-owned subsidiaries
- Assist on all phases of U.S. startups owned or affiliated with foreign-based OEMs and suppliers
- Structure, negotiate, and document international joint ventures and technology transfer and licensing agreements
- Represent European and Asian automotive suppliers in U.S. acquisitions
- International dispute resolution and complex litigation

## GMH Automotive Law Attorneys

### **William H. Heritage, III** *Board of Directors, Chair, Business Practice Section*

Mr. Heritage concentrates his practice in the areas of mergers and acquisitions, business formation, planning and transactions, corporate law, health care law and real estate law. He has 20 years of experience in dealing with complex business and commercial transactions within a broad range of industries including the representation of small to large privately-held businesses.

### **Alexander Lebedinski** *Business Transactions and Immigration*

Mr. Lebedinski concentrates his practice in the areas of corporate and international law, business transactions and immigration law. His practice includes preparation, negotiation and enforcement of long term supply contracts, terms and conditions of purchase and sale, joint venture and distribution agreements.

### **Bruce W. Haffey** *Board of Directors, Corporate*

Mr. Haffey has handled complex business transactions for small and middle market business clients for over 25 years. He practices primarily in the areas of business planning, commercial transactions, mergers and acquisitions, franchise law and taxation.

### **William H. Horton** *Board of Directors, Chair, Business and Commercial Litigation Sections*

Mr. Horton has been trying lawsuits for over 25 years, primarily in the areas of business and commercial disputes, employment law, and real estate. Many cases involve the automobile industry. He is certified as a Civil Trial Specialist by the National Board of Trial Advocacy.

### **Sean M. Walsh** *Commercial Litigation, Debtor and Creditor*

Mr. Walsh focuses his practice on business disputes and transactions, including commercial loan workouts, business insolvency matters, bankruptcy matters and a variety of related commercial litigation. Mr. Walsh regularly represents distressed companies, vendors, lenders and other interested parties in both state and federal insolvency proceedings. He also represents broker-dealers, corporations and their officers and directors in federal, state and administrative forums.

### **Andrew T. Baran** *Board of Directors, Chair Employment and Labor Section*

Mr. Baran concentrates his practice in the areas of labor and employment law. His practice includes all aspects of labor and employment law including NLRB proceedings, civil rights and wrongful discharge litigation, contract negotiations, arbitration, and union election campaigns.

### **Peter J. Sarkesian** *Of Counsel, Corporate Securities and Real Estate*

Mr. Sarkesian concentrates his practice in corporate and securities law. He has represented numerous clients in public and private offering transactions, matters of business acquisitions and dissolutions, ownership disputes, and general business transactions.

### **George D. Mercer** *Chair, Construction Law and Real Estate Sections*

Mr. Mercer concentrates his practice in the areas of real estate law and mortgage lending. He has closed sophisticated real estate financing transactions involving economic development bonds, tax abatements, taxable notes, securitized loans, master leases and ground leases.

### **James Y. Rayis** *Of Counsel, Corporate and Securities*

Mr. Rayis concentrates his practice in corporate and business law, international corporate transactions, government contracts and procurement law, as well as international human rights law.

### **Adam Levitsky** *Workers' Compensation*

Mr. Levitsky concentrates his practice in the areas of workers' compensation defense, subrogation, general civil liability and criminal defense. He has successfully defended employers, their insurance companies, self-insureds and third-party administrators at all levels of the workers' compensation process. He has extensive trial and appellate court experience in Michigan state and federal courts.

## Areas of Expertise

### Labor & Employment

- Executive compensation plans, phantom stock plans, stock appreciation right plans, and option plans
- Enforcement of covenants not to compete and confidentiality agreements
- Defend claims of employment discrimination, harassment, and wrongful termination
- Employee benefits and wage and hour issues
- Union and non-union employment matters
- Bargaining and administration of labor contracts
- Grievance and arbitration proceedings
- Manage cases before the Equal Employment Opportunity Commission, the Michigan Department of Civil Rights, and the National Labor Regulations Board

### Workers' Compensation

- Represent employers in all phases of workers' compensation matters, litigated and non-litigated
- Conduct workers' compensation policy discussions with employers
- Handle post-lawsuit issues and ongoing claims
- Recommend experts and investigators

### Real Estate

- Development, acquisition, financing, management and disposition of office, research, commercial and manufacturing facilities
- Leasing and sub-leasing negotiations and documentation
- Sale and leaseback transactions of manufacturing facilities
- Representation of clients with facilities in multiple states
- Tax abatement and property tax appeals
- Zoning, environmental and condemnation issues

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