

AEROSPACE & DEFENSE

Hodgson Russ has thorough industry knowledge and extensive experience representing companies operating in the aerospace and defense (A&D) sector. Our representation includes a comprehensive range of legal services, integrating our strengths in government regulatory and compliance issues, risk management, multijurisdictional litigation, and cross-border business capabilities. We advise A&D prime contractors and subcontractors; industry manufacturers and suppliers; and airlines, airports, and their related service providers.

Our services to aerospace, defense, and government services clients include:

- Strategic counseling and representation in connection with mergers and acquisitions and capital market transactions
- False Claims Act defense
- Regulatory relations and compliance advice
- Risk assessment and due diligence counseling and advice
- Assistance in obtaining government approvals, including novations and consents in connection with mergers and acquisitions, and approvals for military export and export of specialized goods and services
- Strategic counseling related to business development and joint ventures
- Strategic counseling involving government procurement contracts and subcontracts
- Negotiations related to distributorships, equipment loan and leasing, supply chain agreements, and vendor certifications
- Review of agency and consultancy arrangements and counseling regarding related regulatory compliance
- Representation in intellectual property and commercial disputes
- Training to address regulatory compliance
- Counsel, advice, and representation in matters related to labor and employment, taxation, real estate, environmental, and corporate law

Experience

Hodgson Russ closed a merger transaction on behalf of a long-time, NASDAQ-listed defense and aerospace products manufacturing client. As a result of the merger, the client became a wholly owned subsidiary in a deal valued at approximately \$275 million. The closing completed a four-month project in which attorneys from many

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of our practices contributed in significant ways under intense time pressures and opposite some of the largest firms in the country. Our work included advising our client's board in connection with its fiduciary duties; negotiating the merger agreement; preparing a proxy statement for the special meeting of shareholders and dealings with the SEC and FINRA; defending the company and the board in two shareholder lawsuits alleging, among other things, breach of fiduciary duty by the board; appearing in federal and state court and ultimately settling the lawsuits; advising management on directors and officers insurance matters; advising the board and management on certain options and other benefit matters; handling HSR filings; and assisting on financing related to the transaction.

Hodgson Russ acts as counsel for the U.S. subsidiary of a Canadian aircraft maintenance company after having successfully assisted with the purchase of U.S. assets.

A multidisciplinary team of Hodgson Russ intellectual property and litigation attorneys worked together on behalf of a plaintiff to commence a patent infringement lawsuit involving automated fastening systems for aircraft assembly. Our attorneys attended mediation that resulted in a settlement agreement in which the defendant pledged to stop offering infringing systems.

Hodgson Russ represented a publicly traded manufacturer of advanced technologies for the global aerospace and defense industries in its acquisition of the stock and real property interests in privately held corporation. The transaction included the acquisition of real property already subject to a state voluntary cleanup program remediation and required intensive due diligence and negotiation for specific provisions in the purchase agreement.