

MANUFACTURING

The multidisciplinary team of Hodgson Russ attorneys dedicated to serving the manufacturing industry has the breadth and depth of experience in all key practice areas including corporate, real estate, finance, construction, insurance, tax, labor and employment, and litigation to provide coordinated and informed counsel through all phases of a manufacturer's start up and operations.

Our manufacturing clients include market-leading and emerging enterprises from a wide range of industries, including adhesives, aerospace, agricultural, alloys and inoculants, aviation, biotechnology, ceramics, chemicals, communications, defense, electronics, fabric, food and beverage, glass, identity management, industrial, forest products, lighting, lumber and building, medical products and devices, metals, military, motors, oil and gas, paper, pharmaceuticals, plastics, power tools, power transmission and conveyor belts, promotional products, renewable energy, safety equipment, technology and medical technology, toys, and many more.

Some of the many services we offer to our manufacturing clients include:

- Antitrust
- Contracting
- Corporate and general business law
- Distribution
- Employee benefits
- Environmental compliance and permitting
- False Claims Act/whistleblower defense
- Finance
- Foreign Corrupt Practices Act compliance
- Government relations
- Immigration
- Intellectual property, IP litigation, and technology transfer and licensing
- Labor and employment, including negotiations and employment litigation
- Products liability
- Real estate and land development
- Restructuring and bankruptcy
- Tax, including the U.S. aspects of international, federal, multistate, state, and local, as well as tax credits and tax dispute resolution

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Professionals

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- Worker classification

In situations when Hodgson Russ manufacturing clients become involved in disputes, our number one priority is to protect their legal rights and commercial interests. We manage each case as both a legal and a business problem and always aim to resolve every matter in a way that best benefits the client.

Our attorneys provide U.S. counsel to manufacturers on a broad range of international legal issues, including cross-border finance transactions, immigration and other employment issues, cross-border licensing and technology transfer, protection of foreign patents, international taxation and tax treaty compliance, multinational mergers and acquisitions, and United State-Mexico-Canada Agreement (USMCA) and other trade issues.

Experience

In 2019, Hodgson Russ attorneys represented a manufacturer of highly engineered products with international operations in connection with the amendment and restatement of its syndicated secured revolving credit facility. The revolving credit facility is in the initial amount of \$1.1 billion and includes letters of credit and foreign currency advances.

Hodgson Russ attorneys represented a manufacturer in a \$100 million trade receivables securitization.

Hodgson Russ helped a global precision motion control products manufacturer raise capital by taking advantage of changes to Rule 144 under the Securities Act of 1933. We represented this client in the private placement of \$200 million of corporate high-yield senior subordinated notes to qualified institutional buyers. Due to tight credit markets and revisions to Rule 144 in 2008, this transaction provided a quick means for our client to raise capital and included registration rights that are more limited in scope than those offered prior to the rule change.

Hodgson Russ represented a client in the hardwood and lumber industry in connection with the amendment and restatement of its senior secured revolving credit facility. The facility is in the initial amount of \$225 million and includes letters of credit and asset based loan components.

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 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 represented a Canadian lender in connection with the U.S. aspects of revolving and term loans aggregating \$40 million. The loans were used to finance the borrower's new manufacturing operation in Western New York, including a bridge loan pending receipt of brownfield tax credits.

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Hodgson Russ attorney John J. Zak represented a NASDAQ-listed electronics manufacturer based in Ontario, Canada, in its investigation and subsequent public disclosure of a significant accounting overstatement occurring at a foreign subsidiary. The matter involved significant consideration of the rules regarding accounting restatements and related issues.

Hodgson Russ represented a specialty chemical manufacturer in connection with the acquisition of a manufacturing plant in Europe. The transactions involved international tax planning, senior and subordinated debt financing, environmental issues, and responding to a governmental investigation of the effects of the transaction on competition in the marketplace.

Hodgson Russ helped a France-based, publicly traded manufacturer of automotive fluid transfer parts complete the acquisition of a Michigan-based automotive parts manufacturer from one of the largest private equity firms in the United States, including handling all employment-related legal aspects of the transaction. As a result of the deal, the French manufacturer now employs 8,000 people in 11 countries with annual projected sales of €620 million, up from €410 million in 2010. Hodgson Russ was the lead firm for the U.S. aspects of this transaction, including advising on the U.S. aspects of a multimillion-dollar acquisition financing package from a consortium of French lenders.

Hodgson Russ represented a leading Greek yogurt manufacturer in defense of breach of contract and Consumer Protection Act claims and in support of counterclaims for trade secret misappropriation. We obtained summary judgment for our client, dismissing the Consumer Protection Act claim, and we defeated the plaintiff's summary judgment motion seeking dismissal of trade secret claims.

One of our clients, an industrial manufacturer, was sued for breach of contract and breach of fiduciary duty after terminating a distributor agreement. Following discovery, Hodgson Russ attorneys were successful in having the case dismissed on motion for summary judgment despite the fact that the plaintiff had gone out of business after the termination.

Hodgson Russ attorneys represented a Canadian manufacturer of home comfort care and compact appliances in the U.S. aspects of an asset based credit facility.

A Hodgson Russ team represented an industrial manufacturing company in a complex transaction, the results of which were favorable to our client and other parties in a number of ways: 1) The client's environmental liability was transferred to an environmental engineering firm for a lump sum fixed price. 2) The engineering firm's assumption of liability was supported by an indemnification promise backed by its balance sheet and a sophisticated and manuscripted environmental insurance policy. 3) The facility was decommissioned, demolished, and transferred to the city, extinguishing our client's carrying costs and other legal liabilities and risks. The transaction also extinguished the environmental and contract liability of a former owner of the property and, consequently, was instrumental in settling federal court litigation between that former owner and our client. Additionally, the transaction created a framework for the city to finance and arrange for the successful commercial redevelopment of the site.

Represented an international manufacturing company in the negotiation of Owner-Contractor AIA form construction documents, which helped facilitate the expansion of their facility in Tonawanda, NY.

Hodgson Russ acts as outside counsel to a Germany-based manufacturer and retailer of luxury consumer products with respect to U.S. distribution law matters.

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Ongoing representation of an industrial manufacturer in the New York State Brownfields Cleanup Program, including investigatory and remedial activities for both on-site and off-site groundwater and soil vapor intrusion matters. Responsibilities have included interaction with government agency representatives, the client, and the engaged third-party consultant in managing compliance with all applicable obligations.

The New York State Supreme Court, Albany County, upheld the award of an eight-year contract to produce state-of-the-art driver's licenses and identification cards for the New York State Department of Motor Vehicles to Canadian Bank Note Ltd. subsidiary and Hodgson Russ client, CBN Secure Technologies, Inc. CBN STI was awarded the contract to produce the driver's licenses and identification cards on a laser-engraved polycarbonate card. Under its proposal, photos will be laser-engraved onto the document in grayscale, with a second grayscale photo engraved into a ghost window embedded in the card. The DMV found that CBN STI's bid was the most secure solution and warranted the extra cost necessary to produce the highly secure documents. The DMV's determination prompted the two unsuccessful bidders, De La Rue North America and Morpho Trust USA, to challenge the award before the Office of the State Comptroller (OSC). The OSC confirmed the award, finding no indication of an unfair advantage. Following the decision of the OSC, De La Rue and Morpho Trust filed an Article 78 proceeding, which Hodgson Russ attorneys opposed on CBN STI's behalf. Hodgson Russ represented CBN STI at oral argument. In a written decision, the court denied petitioners' requests and dismissed their petitions. The court's decision vindicates the DMV's procurement process and represents a significant victory for CBN STI, which expects to begin producing New York State's driver's licenses within the next few months.

Hodgson Russ recently represented a specialty chemical manufacturer in connection with the acquisition of a manufacturing plant in Europe. Although no filing was required under the Hart-Scott-Rodino Act, the Antitrust Division of the U.S. Department of Justice (DOJ) initiated an investigation, just prior to the scheduled closing, as to possible anti-competitive effects on the U.S. market (which was relatively concentrated). Hodgson Russ prepared a detailed response to the DOJ's information demands and questions, counseled our client in connection with interviews, and articulated the client's legal position to the DOJ's staff. The effort was successful, and the investigation was terminated in less than 30 days.

Hodgson Russ represents a large life sciences manufacturer in multiple environmental and development matters, including wetlands work, real estate transactions, and project development, as the facility has expanded and provided jobs in Western New York. This work has included obtaining public assistance from state and local agencies such as the county industrial development agency and state development agency, and associated environmental reviews. Partner Paul D. Meosky played an instrumental role in the establishment of an Empire Zone to provide significant economic benefits to the facility.

Hodgson Russ has represented major industrial manufacturers in transferring environmental liabilities and related legal exposures and obligations to financially sound third parties for a fixed sum. In such cases, the client has monetized the large and uncertain risks arising from the need to remediate legacy contamination and the associated tort, reuse, and redevelopment risks. Each transfer involved the use of sophisticated environmental insurance products and other risk transfer assessments, allowed the client to remove the reserves established for those liabilities and exposures, and ultimately resulted in the successful redevelopment of the contaminated property.

Hodgson Russ represents a private manufacturer of raw materials against claims asserted by the New York State Department of Environmental Conservation and U.S. Environmental Protection Agency regarding various environmental requirements and statutes.

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Represented a global chemical manufacturer in its expansion in Upstate New York. The transaction involved the purchase of vacant land, negotiation of railroad rights and related industrial development authority benefits.

In a favorable decision obtained by Hodgson Russ attorney Julia M. Hilliker for defendant-appellees Warner and Shirley Martin, New York State's highest court, the Court of Appeals, affirmed earlier summary judgment decisions issued by the Supreme Court and Fourth Department dismissing the plaintiff-appellant's claim that Mr. and Ms. Martin, as owners of the manufacturing facility leased to plaintiff's employer, were liable for the plaintiff-appellant's injuries. The plaintiff-appellant alleged that the Martins (among others) were liable for injuries he sustained when the ladder he was working on while cleaning a wall module manufactured by his employer broke, causing him to fall to the ground. The plaintiff's claim was based on the argument that his activity of cleaning a structure was protected by Labor Law § 240 (1), which states in part: *All contractors and owners and their agents, except owners of one- and two-family dwellings, who contract for but do not direct or control the work in the erection, demolition, repairing, altering, painting, cleaning, or pointing of a building or structure shall furnish or erect, or cause to be furnished or erected for the performance of such labor, scaffolding, hoists, stays, ladders, slings, hangers, blocks, pulleys, braces, irons, ropes, and other devices which shall be so constructed, placed, and operated as to give proper protection to a person so employed.* The court disagreed with the plaintiff's argument, holding that the plaintiff was not engaged in an activity protected by the statute. The court opined that Labor Law § 240 (1) is chiefly concerned with the safety of workers in the construction industry, not workers cleaning products in the course of a manufacturing process. Adopting the argument advanced by the Martins, the court found that to uphold the plaintiff's argument "would lead to an expansion of section 240 (1) liability that our cases do not support and that we are convinced the Legislature never intended." The decision is a significant victory for manufacturers and the owners of manufacturing facilities across New York State. For more information, please consult the court's official opinion.

A victory in federal court by a team of Hodgson Russ attorneys put an end to a seven-year lawsuit and extinguished the risk of our client paying millions in damages and other costs arising from claims of federal and state environmental law violations. The matter involved a facility owned and operated by our client, a manufacturer. Over the course of decades of operation, our client's facility became heavily contaminated with chemical residues. Some of those residues migrated off site into the surrounding community. Hodgson Russ represented this manufacturer in connection with an administrative order on consent entered into with the U.S. Environmental Protection Agency (EPA) and the State Department of Environmental Conservation under the Resource Conservation and Recovery Act (RCRA). Our client is performing the work required by the administrative order and is making extensive efforts to benefit the community. Despite our client's efforts, four families from the surrounding community sued the manufacturer in federal court under the citizen suit provisions of several federal statutes, claiming that our client was not complying with the requirements of various environmental statutes and that EPA was not effectively enforcing them. The families asked the federal court to intervene and to order our client to do more remediation faster. They also asserted claims for personal injury and property damage. The Hodgson Russ team successfully defeated the plaintiffs' claims in court. In his decision, the presiding judge granted our motion to disqualify the plaintiffs' expert and for summary judgment. The case was dismissed entirely — freeing our client to focus on completing the corrective action program without judicial intervention and to remove a substantial liability reserve from its books. Subsequent efforts by the plaintiffs to revive the suit have also been defeated.

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In *Robinson Knife Manufacturing Co., Inc. v. Commissioner*, the U.S. Court of Appeals for the Second Circuit agreed with Hodgson Russ's client's position that royalty payments for using licensed trademarks in connection with sales of kitchen tools were immediately deductible. The court noted that the position taken by the IRS and the U.S. Tax Court would result in exactly the problem Congress enacted uniform capitalization rules under Internal Revenue Code Section 263A to fix. Under the court's decision, where a producer's royalty payments are 1) calculated as a percentage of sales revenue from inventory and 2) are incurred only upon the sale of that inventory, they are immediately deductible. The court's decision, which is binding in the Second Circuit, provides legal authority for taxpayers and presents litigation risks for the IRS outside of the Second Circuit. The U.S. Treasury has repeatedly identified issuing regulations on the treatment of sales-based royalties as a priority project. If the Treasury does issue such regulations, their validity would be subject to judicial review. Also, the IRS's interpretation of the regulations in specific cases would be subject to review. In *Robinson*, the Second Circuit determined that the interpretation of a relevant regulation by the IRS and the Tax Court was contrary to its plain meaning. If the court had agreed with the IRS and the Tax Court that Robinson's royalty payments were not immediately deductible, the company would have been required to capitalize the costs by adding them to inventory. Some of the costs would have been capitalized to ending inventory and deductible only in later tax years. As a result, even though Robinson's royalty costs were based on sales of kitchen tools, and kitchen tools sold were clearly not in ending inventory, Robinson would have been required to capitalize the costs. Any business that incurs sales-based royalties should consider the possible application of the court's holding that sales-based royalties that meet the requirements in the court's decision are immediately deductible.

A team of Hodgson Russ attorneys represented a medical device manufacturer in connection with the formation of a division to develop new products, including the structure to allow incentive units for partner engineers and doctors.

Hodgson Russ represents an industrial development agency in the \$50 million relocation of a manufacturing facility to address local flooding issues. The industrial development agency acted as a conduit for a variety of federal, state, and local grants and loans, and acted to assemble the real estate comprising the new site through condemnation and negotiation. The agency is also acting as the lead entity in addressing State Environmental Quality Review Act (SEQRA) and federal wetland issues.

Hodgson Russ defended a Fortune 100 manufacturer of industrial machinery in a horrific product liability case where the plaintiff became caught in machinery while working in a plant, sustaining serious, permanent, and disfiguring injuries. The case ultimately settled, and our client did not have to pay any part of the settlement.

Hodgson Russ attorneys defended a company that makes parts for pressure vessels in an explosion case. The plaintiff suffered horrible injuries, including the loss of all four limbs. Our client was relieved of liability on summary judgment.

Hodgson Russ provided counsel to the owner of a vacant industrial property when it was purchased by another business. Jeffrey Stravino managed the overall coordination of the various legal teams and issues involved in the deal, and personally handled the environmental matters, including working with the client and New York State to get the site into the New York State Brownfield Cleanup Program. Joseph Endres assisted on the tax issues, and was very instrumental in working through tax and BCP issues that arose during the transaction.

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Hodgson Russ represented a New York State-based manufacturer of branded, unbranded, and private-label confectionery products and its affiliate in a sale, merger, equity rollover, and refinancing transaction with a Virginia-based distributor of gourmet food and confections. The merger more than doubled the distributor's annual revenue, while expanding the company's geographic capabilities into the northeast.

Hodgson Russ assists a manufacturing client with the listing and associated cleanup of a site included in the New York State Inactive Hazardous Waste Registry.

Hodgson Russ intellectual property and litigation attorneys defended a manufacturing client in a patent infringement lawsuit involving automated fabric-cutting machines. Our attorneys prepared strong non-infringement positions early in the litigation to help our client reach an early and favorable settlement.

A Hodgson Russ client, a manufacturer of electronic security systems, was sued by a plaintiff who claimed to have suffered serious personal injuries after being shocked while exiting a security door controlled by one of our client's systems. Before discovery, we were successful in having the action dismissed on summary judgment based on expert affidavits.

Hodgson Russ successfully litigated the case *Zippo Manufacturing Co. v. Zippo Dot Com, Inc.*, 952 F.Supp. 1119 (E.D.Pa. 1997). This is the seminal case on Internet jurisdiction in the United States. The case has been cited 967 times by the federal and state courts, and has been analyzed in hundreds of law review and journal articles.

Assisted a plastics manufacturer with the purchase of real property and securing of industrial development agency incentives for the purpose of expanding their manufacturing operations.

Mr. Gilbride serves as outside real estate counsel to IDEX Corporation, a NYSE-traded international manufacturer of fluidics equipment and engineered products with annual revenues of in excess of two billion dollars. For more than 25 years, Terry has handled national and international real estate acquisitions, dispositions, and leases for IDEX and its more than 40 subsidiary entities.

A Hodgson Russ client sold an industrial byproduct that was ultimately used as a mineral supplement in feed. Due to dioxin contamination – which was ultimately traced to our client's plant – the feed was recalled by the FDA. Our client was sued by numerous feed manufacturers for recall expenses. Those claims sounded in breach of contract, breach of warranty, negligence, and product liability. We were successful in having several of the causes of action dismissed and ultimately were able to settle the actions for far less than the damages claimed.

Hodgson Russ advised a client on all the legal aspects of the winding down of operations of a paper mill. Our work included the unwinding of the industrial development agency benefits, negotiation of sale contracts, and the related real estate dispositions, including timberlands, real estate tax matters related to the project, and related applications to the state agency in charge of long-range planning.

Hodgson Russ represented an entrepreneur in his acquisition and financing of a specialty manufacturing business. We assisted the client in structuring earn-out payments and negotiating employment agreements, transition services agreements, sales representative agreements, and lease modifications.

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Hodgson Russ represented a Fortune 1000 company in the acquisition of the interests and real property of a privately held specialty parts manufacturer with locations on four continents. Our responsibilities included environmental due diligence review, the management of various environmental consultants, risk analyses related to various acquired properties, and contract drafting and negotiation.

Hodgson Russ attorneys successfully negotiated a collective bargaining agreement for one of our heavy manufacturing clients that included a complex tiered wage and benefit package. This enabled our client to compete against stiff foreign competition. The union vehemently objected to our proposals and conducted a five-month strike, during which the company continued to operate the plant. We guided the company through the strike and related National Labor Relations Board (NLRB) proceedings.

When a European-based heavy machinery manufacturer sought to strengthen its presence in North America, it saw in a U.S. company the perfect opportunity to expand its product line and distribution capabilities in the United States. With the help of Hodgson Russ, the U.S. division of this manufacturer completed the acquisition of this company and its complementary product line, thereby significantly increasing the size of its U.S. operations and positioning itself for future growth in this market. The acquisition — valued at approximately \$43 million, combining a cash purchase price and assumption of debt — is the multinational manufacturer's largest U.S. acquisition to date. The company's U.S. employee base more than quadrupled with the addition of the U.S. company's approximately 400 employees, and it added locations in Alabama, Florida, Indiana, Iowa, Kentucky, Tennessee, Texas, and other states to its manufacturing and distribution network. Prior to this acquisition, Hodgson Russ handled the incorporation of the European manufacturer's U.S. division and its acquisition of a smaller U.S. manufacturing company. In connection with this expansion, we designed and drafted restricted stock plans to incentivize their key employees. Since this transaction, Hodgson Russ has represented this client in two additional acquisitions, one on the East Coast and one on the West Coast.

Hodgson represented a trucking industry manufacturer with the negotiation and settlement of certain claims alleged by the U.S. Environmental Protection Agency regarding various provisions of the Resource Conservation and Recovery Act.

Hodgson Russ represented an industrial development agency in the siting of a \$120 million manufacturing facility. The payment in lieu of taxes (PILOT) agreement was structured to finance grants provided by Empire State Development for site improvements and other costs related to the project. Other elements of the project included a claw-back provision in the PILOT agreement.

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.

A Hodgson Russ team led by Hugh M. Russ, III successfully defended Fortune 500 company 3M in a longstanding product liability suit. The plaintiff alleged that, beginning in the 1970s through the 90s, she was exposed to toxic fumes emitted by a 3M 400C microfilm reader printer that caused her a host of neurological problems, including peripheral neuropathy. She claimed the machine's activator solution and treated paper contained styrene monomer as well as 1,2 and 1,3 butadiene as "impurities" and/or the byproducts of heating the solution and paper. At trial, Mr. Russ was able to exclude the testimony of

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one plaintiff's expert and to discredit the testimony of another. At the conclusion of the trial, the jury returned a unanimous verdict in favor of 3M, thereby rejecting the plaintiff's strict products liability, failure to warn, breach of warranty, and negligence causes of action.

Hodgson Russ intellectual property attorneys handle U.S. patent and trademark filings for a well-known German manufacturer of microscopes and related systems. The relationship is now more than two decades old.

Hodgson Russ lawyers represented a company that develops and manufactures medical device technologies for the cardiac, neuromodulation, vascular, and orthopaedic markets in connection with a merger agreement and tender offer for acquisition of a competing medical device manufacturing company.

In the News

Gary Schober Gives Insight to Wegmans' Discontinuation of SCAN App
WGRZ, September 15, 2022

Albany Business Review - Industry Roundtable: Manufacturing
Albany Business Review, December 14, 2018

Buffalo Business First - Thought Leaders: Engine of change
Buffalo Business First, February 16, 2018

Buffalo Business First - Thought Leaders: Food for Thought
Buffalo Business First, September 29, 2017

Ownership and control of websites vary
Buffalo Law Journal, March 7, 2016

Albany Business Review- Industry Roundtable: Manufacturing
Albany Business Review, February 5, 2016

Manufacturing is Alive and Thriving: CEOs Say Business Is Great but Challenge Is Finding Good Workers
Buffalo Business First, August 7, 2015

Tax Differences Could Make or Break Your Cross-Border Expansion
Canadian Manufacturing, December 23, 2013

Press Releases

Labor and Employment Attorney Charles H. Kaplan Joins Hodgson Russ
Hodgson Russ Press Release, March 24, 2020

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Hodgson Russ Sponsors 2014 Manufacturing Renaissance Events
Press Release, September 26, 2014

Publications

Supreme Court Rejects Ford's Proposed Causation-Only Standard for Conferring Personal Jurisdiction in Product Liability Suits

Hodgson Russ Torts, Insurance and Products Liability Alert, March 25, 2021

New York is Proposing Changes to its Alcohol Licensing Rules

Manufacturing Alert, February 9, 2018

Proposition 65: What Businesses Selling Products in California Need to Know

Litigation Alert, November 9, 2017

Kobe Steel Group Admits to "Improper Conduct" and Non-Conforming Products

Corporate & Business Law Alert, November 1, 2017

Penalties for OSHA Non-Compliance Just Got Stiffer

Client Alert, August 8, 2016

OSHA Expands Mandatory Reporting Requirements to Encompass Individual Employee Hospitalizations, Amputations, and Eye Loss

Hodgson Russ Alert, September 23, 2014

Medical Device Excise Tax Liability of Foreign Manufacturers Selling Into the United States

July 2, 2013

Practicing Innovation: Special Device Commercialization for Innovators Who Continue Practicing

Business Law & Governance, July 11, 2011

Presentations & Events

Solar & Storage Finance USA

New Yorker Hotel, New York, NY, November 7 - 8, 2023

Manufacturing Day

October 16, 2018

Urban Mobility & the Industrial Internet of Things (IIoT) Forum: New Models for Deployment in Smart Cities

Wells Fargo Learning Center, 150 E 42nd Street, New York, New York 10017, December 1, 2017