



Purchase, Sale, and Leasing

Every day billions of dollars of products and services are produced, bought, sold, leased, licensed, delivered, and inspected. All of these transactions involve some form of contract -- whether written or oral, express or implied -- between the parties to the transactions. Our lawyers have substantial expertise in contract law. We represent clients who are buyers, sellers, consultants, contractors, manufacturers, lessors, lessees, licensors, licensees, consignors, and consignees, and we assist them in ensuring that their contracts meet their expectations, maximize efficiency, minimize cost, and appropriately address and allocate risk. Our lawyers learn our clients' businesses, expectations, and desired business outcomes, strategize with them on methods to achieve the most advantageous contract terms, and help complete the contracting process so that our clients and other contracting parties have a clear, unambiguous understanding of their rights and obligations. In many situations we also instruct our clients on the best methods for using those contracts in their business operations.

Any contracting process involves negotiation. Our lawyers are skilled and determined negotiators who help our clients close their transactions with the appropriate level of protection while enabling them to maintain, and in many cases enhance, their relationships with the other contracting parties. If conflicts and disputes arise, despite the best efforts of the parties, we advise our clients so that they have a thorough understanding of the merits of their position and the alternatives available to them. When litigation over a contract becomes unavoidable, our trial lawyers use their experience and advocacy to aggressively protect and pursue the interests of our clients in court.

Our contracting work spans the range of businesses and industries found in the rapidly changing global economy. We represent both domestic and foreign manufacturers, wholesalers, dealers, distributors and other participants in the automotive, retail, food service, computer, chemical, and aviation industries, among many others. As a result, our lawyers have a practical, working knowledge of many international, federal, state and local laws, including the United Nations Convention for the International Sale of Goods, the Uniform Commercial Code, the Magnuson-Moss Federal Warranty Act, The Competition in Contracting Act, the Federal

RELATED PRACTICES

- Alternative Dispute Resolution
- Banks
- Business and Commercial
- Commercial Collections, Receivership, and Foreclosure
- Commercial Finance
- Commercial Transactions
- Customs Laws and Import Compliance
- Export Finance
- Financial Institutions Litigation
- Financing and Equity Transactions
- Hospitals/Health Care Operations
- Licensing
- Mergers, Acquisitions, and Joint Ventures
- Products Liability
- Real and Personal Property Tax

- Sales and Use Tax
- Savings Associations
- Secured Creditor and Lender Representation
- Trade Secrets and Confidentiality
- Unsecured Creditors, Suppliers, and Vendors
- Venture Capital
- Workouts and Restructuring

ATTORNEYS

- William D.G. Baldwin
- Melvin A. Bedree
- Charles C. Bissinger, Jr.
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- Carrie M. Brosius
- Stephen D. Browning
- Stephen R. Buchenroth
- Gary E. Davis
- Ryan G. Dolan
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- David A. Groenke
- Herbert A. Hedden
- Timothy D. Hudok
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- Judith L. Marsh
- Daniel J. Minor
- Malcolm M. Mitchell, Jr.
- Brian R. Murphy
- Jennifer A. Naumoff
- Mark A. Norman
- Andrew F. Palmieri
- Nicole J. Papa
- Jay P. Porter
- Kathleen H. Ransier
- Thomas O. Ruby
- Barbara A. Sanchez

Purchase, Sale, and Leasing (continued)

Acquisition Regulation, federal and state antitrust, usury, trade secret, and consumer protection laws, and other laws and regulations that apply to contracting transactions and relationships.

Our representations in purchase, sale and leasing transactions include the following:

- Representation of Honda of America Mfg., Inc. in the creation of its purchase, bailment, confidentiality and related agreements for use with its worldwide suppliers, as well as negotiations on behalf of Honda of America regarding these contracts
- Representation of Bob Evans Farms, Inc. in the creation of contracts for the purchase of various services needed at its more than 500 locations, as well as the creation of instructions and training of employees regarding the proper use of such contracts
- Representation of an international lender in connection with large scale leasing of aircraft, capital assets, computers and software to various federal, state and local agencies
- Representation of a nonprofit organization in connection with negotiation and drafting of a \$260 million technical services contract with the provisional government of Iraq

- D. Michael Schira
- Daniel H. Schoedinger
- Kevin M. Shea
- Donald J. Shuller
- J. Theodore Smith
- Webb I. Vorys
- Robert W. Werth
- Elia O. Woyt

Purchase, Sale, and Leasing (continued)