



## Manufacturing

### Industry Contacts

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### Who We Represent

We provide comprehensive legal counsel to manufacturers of an array of consumer products and goods, from apparel to automobiles to chemicals to pharmaceuticals.

Our clients include:

- more than 600 middle-market and global consumer brands
- major automotive manufacturers and suppliers
- global leaders in industrial metals manufacturing

### Our 360-Degree Approach

No matter their size or sector, manufacturers share common challenges: global competition, international sourcing customs requirements and supply chain issues, cost containment, labor relations, workplace safety, intellectual property infringements and product liability claims, among others. We understand manufacturers also may face industry-specific hurdles, such as environmental and regulatory issues that require tailored experience to navigate those obstacles.

Our ranks include dozens of attorneys who have worked inside legal departments and understand the full spectrum of issues surrounding the life cycle of product development, manufacturing and brand protection. We work as a team across practices and offices to keep abreast of changes in the law and developing trends impacting various industries, and we provide practical counsel and innovative solutions to arm our clients with the tools they need to thrive in the manufacturing business.

### What We Do

We represent manufacturers in the gamut of legal and regulatory matters, from negotiating multibillion-dollar investments in the construction of factories to serving as national counsel in bet-the-company and product liability class action litigation, and developing strategies to overcome evolving regulatory hurdles.

Michael D. Martz  
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Theodore P. Mattis  
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Adam L. Miller  
Valerie C. Moore  
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Dawne McKenna Parrish  
Sachiyo Isoda Peterson  
William G. Porter  
D. Scott Powell  
Nicholas M.J. Ray  
Chadwick P. Reynolds  
Adam J. Rocco  
Allen L. Rutz  
Gary J. Saalman  
Grace E. Saalman  
Richard D. Schuster  
Michael G. Schwartz  
Khaled Shami  
Benjamin A. Shepler  
Andrew C. Smith  
Elizabeth T. Smith  
Janay M. Stevens  
Asafu Suzuki  
Thomas E. Szykowny  
J. Bret Treier  
Jonathan R. Vaughn  
Webb I. Vorys  
Travis J. Wahl  
Frederick P. Waite  
Mark A. Watkins

Our key service areas include:

- corporate and business operations
- employment, labor relations and immigration
- economic development incentives
- intellectual property
- taxation
- workplace safety

## Innovative Business Solutions

Our comprehensive legal services are augmented by innovative, integrated solutions that help manufacturers and brands control the sales of their products in the age of e-commerce. **Vorys eControl** represents hundreds of companies in preserving their online brand value by addressing unauthorized seller issues.

Honored with the **College of Law Practice Management's 2017 Innovation Award**, Vorys eControl provides online seller enforcement services comprising novel legal tactics, cyber investigator capabilities, and technology to identify and remove unauthorized online products and pursue the sources to stop them from returning to the marketplace.

## Corporate and Business Operations

We represent clients in all areas of corporate law and through all phases of corporate transactions. We also serve as general counsel to a range of clients, including manufacturers.

Our key service areas include:

- **Corporate governance:** We advise public companies, boards of directors and committees on the increasingly complex corporate governance rules imposed by the Securities and Exchange Commission (SEC), New York Stock Exchange, Nasdaq and proxy advisory firms. We help clients manage governance and compliance costs and minimize enforcement risks, and provide ongoing counsel on fiduciary duties under state law. We also prepare for and respond to shareholder activism and takeover efforts; update governance documents to comply with the Sarbanes-Oxley Act, the Dodd-Frank Act, Regulation FD, and related SEC rules and regulations; provide governance training seminars; implement director and officer liability protections; and assist in structuring and conducting internal

Kristin L. Watt  
Anthony D. Weis  
Rosemary D. Welsh  
James A. Wilson  
Frank C. Zonars

investigations.

- **Securities law compliance:** We advise on federal and state securities law compliance and disclosure matters, including annual, quarterly and current reports; proxy statements and shareholder proposals; press releases and analyst presentations; SEC comment letters; Sections 13 and 16 reporting and compliance; securities exchange listing standard compliance; and Sarbanes-Oxley, Dodd-Frank, and Regulation FD and Regulation G compliance. Because many of our clients are organized under Ohio and Delaware law, our lawyers are particularly proficient in navigating the corporate and securities laws of those states as well.
- **Securities offerings:** Vorys represents issuers and investors in nearly all types of public and private securities and capital markets transactions, including initial and secondary public equity offerings; Rule 144A, Regulation S and registered debt offerings; shelf registrations and takedowns; equity-linked securities offerings such as trust preferred securities and convertible debt; tender offers and consent solicitations; exchange offers such as Exxon Capital A/B exchange offers; business combinations; private placements of equity and debt securities; going-private transactions; registered direct offerings; at-the-market offerings; stock repurchase programs; rights offerings; and recapitalizations.
- **Mergers and acquisitions:** Vorys represents clients in all phases of mergers and acquisitions transactions throughout the U.S. and around the world. We have considerable experience in nearly every form of transaction, including stock and asset acquisitions; mergers; friendly and hostile corporate takeovers; divestitures and corporate spin-offs; leveraged recapitalizations; venture capital and private equity investments; M&A-related restructurings; joint ventures and strategic alliances; going-private transactions; and public-private partnerships.

## Employment, Labor Relations and Immigration

Vorys' nationally recognized labor and employment practice represents employers in the full spectrum of labor and employment matters, from advising on day-to-day labor and employment issues to serving as national counsel in high-stakes class action litigation and leading internal and government investigations.

Many of our labor and employment attorneys have worked inside corporate legal departments and intimately understand how procedures, policies and personnel management impact businesses' global operations. We counsel clients on the complete scope of

**employment law** matters, as well as craft, implement and train management on policies designed to minimize potential employer liability.

To help our national manufacturer clients navigate the ever-changing rules associated with the Fair Labor Standards Act (FLSA), we publish the *FLSA Guide for Manufacturers*, a 50-state survey of labor and employment laws.

Notably, Vorys has advised clients on **traditional labor and management relations** matters since the early 1930s, when New Deal statutes created federal collective bargaining rights for employees. Today, our labor lawyers represent union and nonunion employers in addressing the full breadth of issues related to collective bargaining.

We have particularly deep experience advising on issues that have long been a focus of the manufacturing industry, including:

- counseling our clients during union organizing campaigns
- advising on union picketing, strike and collective bargaining issues
- developing programs and policies that comply with federal and state regulation of hiring, promotion, layoffs, wage and hour, and workplace safety
- creating and administering retirement, savings and health care plans
- defending our clients in workers' compensation litigation and employment-related lawsuits

Our lawyers also counsel clients on the highly complex area of **immigration, nationality and employer sanctions (I-9) law**. We focus on securing employment-based immigrant and nonimmigrant visas for our clients' global workforces and advise on immigration-related employment issues, such as employment eligibility, verification and recordkeeping requirements. We also help clients establish new compliance programs, assess the effectiveness of existing compliance programs and advise on critical improvements.

Vorys' labor and employment practice has consistently earned national and state recognition in the areas of "Employment and Labor Law Management" and "Labor and Employment Litigation" in the *U.S. News – Best Lawyers*® "Best Law Firms" report, and has a long-standing ranking in Ohio in the prestigious *Chambers USA* guide.

## Workplace Safety

Vorys assists employers in navigating the laws that regulate the work environment, employee leave requests and demands for accommodation of disability. Our lawyers also are adept at developing strategies for containing workers' compensation liability.

From brief consultations to high court litigation, our work includes defending employers against claims related to the physical and mental health of employees, as well as in matters involving:

- Americans with Disabilities Act (ADA)
- Family and Medical Leave Act (FMLA)

- Occupational Safety and Health Act (OSH Act)

We are proud to have earned long-standing recognition in the *U.S. News – Best Lawyers*® “Best Law Firms” report for “Worker’s Compensation Law – Employers” in Ohio.

## Intellectual Property

Our nationally recognized IP practice, helps clients achieve their key business goals and maximize their core assets. When it comes to business, success means prioritizing growth and using an organization’s assets to maximize opportunities. We understand that a company’s IP assets can drive and support that growth if they are procured and managed in alignment with the company’s business goals.

We assist our clients in developing and patenting additive manufacturing equipment, processes, and materials, and have additionally assisted in patenting the resultant object. Our experience includes assisting clients with:

- polymers and polymer composites
- metallurgy
- semiconductors
- ceramics
- chemistry
- biochemistry
- materials science and engineering
- dyes
- pigments
- inks
- nanotechnology
- surfaces and interfaces
- coatings
- films
- mechanical and robotics engineering
- software and design engineering

To learn more about our IP practice, [click here](#).

## Economic Development Incentives

With one of the largest multistate economic development incentives practices in the country, Vorys has consulted with companies of all sizes on economic development projects and incentives in more than 30 states.

Our experience includes participation in the largest single private-sector investment in Ohio's history – a \$20 billion deal to construct two microchip manufacturing facilities, including the first leading-edge semiconductor site in the Midwest. The project is expected to create 3,000 jobs initially, 7,000 construction jobs over the course of the build and tens of thousands of additional long-term jobs across a broad ecosystem of suppliers and partners.

We work across practices to advise on matters involving:

- environmental law
- executive agency and legislative lobbying
- federal, state and local tax
- local government
- nationwide site selection
- public finance
- real estate
- zoning and land use law

## Tax

We provide sophisticated and comprehensive tax counsel to manufacturers and other businesses at the federal, state and local levels. Vorys is proud to be consistently recognized nationally and in Ohio for “Tax Law” in the *U.S. News – Best Lawyers*® “Best Law Firms” report, and ranked in Ohio in the prestigious *Chambers USA* guide.

## FEDERAL

Our tax lawyers engage in all aspects of federal tax law as part of our general representation of clients and as special tax counsel. We advise on a wide spectrum of tax-related issues, including:

- business planning
- executive compensation
- financing and equity transactions
- international transactions
- mergers, acquisitions and divestitures
- partnerships, limited liability companies (LLCs), joint ventures and S corporations
- real estate
- restructurings and workouts
- tax controversies
- venture capital

## STATE AND LOCAL

We provide multistate tax analysis and services to support our clients' business operations throughout the country. Our lawyers work with clients to identify and implement planning opportunities and develop appropriate approaches to state and local tax issues. We partner with our government affairs attorneys to obtain legislative solutions to tax matters, and we work to identify and minimize the tax effects of pending legislation or administrative policies.

With more Ohio-based state and local tax professionals than any other law firm, we are especially active in state and local tax matters. Our ranks include former chairs of the Ohio State Bar Association Taxation Committee and a former agent of the Ohio Department of Taxation.

Our experience includes:

- building decades-long relationships with senior tax officials of the Ohio Department of Taxation
- representing taxpayers before the Supreme Court of Ohio more than 300 times
- representing taxpayers before the Ohio Board of Tax Appeals more than 1,000 times
- testifying before The Ohio Legislature

## TAX CONTROVERSY

When disputes arise, our attorneys vigorously defend our clients in tax audits and develop creative approaches to resolving tax controversies. If litigation becomes necessary, our attorneys draw upon their extensive experience in advocating for our clients' positions at both the trial and appellate levels.

## REAL PROPERTY

Our real property tax attorneys help to manage properties across the country and reduce clients' tax burdens by contesting valuation in all 50 states, Canada and Puerto Rico.

Ranging from single-state engagements to nationwide portfolio management, our work includes:

- property tax payment services
- tax accruals
- tax counsel during acquisition and development
- tax exemption and/or tax incentive structuring, application and maintenance
- tax notice management
- traditional valuation review and litigation

## News

[News, 11.1.2022](#)

Vorys Advises Worthington Industries, Inc. in Sale of Steel Processing Facility

[News, 8.18.2022](#)

115 Vorys Attorneys Named to the 29th Edition of The Best Lawyers in America® List; 33 Vorys Attorneys Named to Best Lawyers: Ones to Watch in America List

[8.18.2022](#)

Ten Vorys Attorneys Included in the 29th Edition of Best Lawyers: “Lawyers of the Year”

[News, 7.11.2022](#)

Osterlund Selected to Serve as President of the Cincinnati Bar Foundation

[6.29.2022](#)

59 Vorys Attorneys Included in 2022 *Columbus CEO's Best Lawyers*

[6.8.2022](#)

Farrar Awarded the Linda S. Kass Excellence in Education Award

[3.31.2022](#)

Female-Owned Businesses Get Ahead with the Vorys Initiative for Business Empowerment

[3.29.2022](#)

Women's History Month Episode of Vorys IP Podcast Features USPTO Texas Regional Director Hope Shimabuku

[3.9.2022](#)

Vorys Advises American Nitrile in Connection with Investment by Orion Infrastructure Capital

[3.2.2022](#)

Vorys IP Podcast Returns for Second Season

[2.17.2022](#)

Miller Quoted in *This Week: Worthington* Story Titled “Lifestyle Communities Attorney Raises Legal Question About Recent Actions by Worthington City Council”

[News, 1.24.2022](#)

Vorys Advises Intel on Its Historic Chip Fabrication Facility Site Selection Project

[News, 1.12.2022](#)

Special Episode of the Vorys IP Podcast Focuses on Key IP Cases from 2021 & What to Look Out for in 2022

[News, 1.4.2022](#)

More Than 40 Vorys Attorneys Included on Ohio Super Lawyers and Rising Stars Lists



[News, 1.3.2022](#)

Vorys Elevates 13 to Partner

[News, 8.26.2020](#)

Watkins Quoted in *Paint & Coatings Magazine* Story about Outsourcing Portions of Manufacturing

[News, 9.4.2019](#)

Vorys Advises Worthington Industries, Inc. in European Notes Offering

[News, 11.29.2018](#)

Vorys' Client Recognized on *Time* List of Best 2018 Inventions

[News, 7.28.2017](#)

Vorys Advises Worthington Industries, Inc. in Public Offering of Senior Notes

[News, 6.5.2017](#)

Vorys Advises Worthington Industries in Acquisition of Amtrol

[News, 4.21.2015](#)

Cook Featured in *Law360* Immigration Lawyer Q&A Series

[News, 1.19.2015](#)

Vorys Advises Worthington Industries In Acquisition of Business of Rome Strip Steel Company, Inc.

[News, 8.1.2014](#)

Vorys Advises Worthington Industries In Acquisition of Business of Midstream Equipment Fabrication LLC

[News, 7.31.2014](#)

Vorys Advises Worthington Industries In Acquisition of Business of James Russell Engineering Works, Inc.

[News, 6.10.2014](#)

Vorys Attorneys Included in *Cleveland Plain Dealer* Story Titled "FirstEnergy Solutions' 'Polar Vortex' Surcharge Now Showing up in Commercial Customer Bills"

[News, 3.21.2014](#)

Smith Included on *Columbus Business First's* "20 People to Know in Manufacturing" List

[News, 12.16.2013](#)

Waite Featured in *American Metal Market* Story Titled "Commerce's Threaded Rod Ruling Welcomed"

[News, 11.6.2013](#)

Vorys Named Go-To Law Firm for 11th Consecutive Year by Fortune 500 Clients

[News, 1.8.2013](#)

Vorys Named Go-To Law Firm for Tenth Straight Year by Fortune 500 Clients

[News, 11.29.2011](#)

Waite Quoted About a Trade Investigation Regarding Steel Wire Imports

News, 5.13.2011

Vorys Partners Named Fellows of the Ohio State Bar Foundation

News, *Inside Counsel*, 1.1.2009

Richard Schuster quoted in *Inside Counsel* article "Ohio Ruling Leads to Dismissal of Asbestos Suits"

News, 11.14.2008

Schuster quoted in Business First article "Thousands of asbestos cases tossed following Supreme Court ruling"

News, 11.2008

Smith and Bridgman quoted in *The Daily Reporter* article "Economy may be first concern for Obama, but labor-related issues follow close behind"

News, 10.23.2008

Schuster quoted in Products Liability Law360 article "Ohio Tackling Asbestos Case Backlog: Experts"

News, 10.2008

Schuster quoted in Products Liability Law360 article "Ohio High Court Finds Asbestos Law Retroactive"

News, 9.1.2008

Watt Recognized with Barbie Tootle Buckeye Spirit Award

News, *IP Law360*, 8.10.2008

Oldach quoted in IP Law360 article "Tiffany Appeals In Effort To Force eBay To Police Site"

## Publications

11.16.2022

Electronic Contracting, Part 2 – Adapting to Link-and-Layer Methods

10.31.2022

Electronic Contracting, Part 1 – Practical Tips for E-Signing Transactional Documents

Client alert, 10.24.2022

TRI Reporting Updates: EPA Clarifies "Parent Company" Definition, Requires Foreign Parent Company, Standardizes Naming Conventions

Client alert, 7.7.2022

Superfund Excise Tax on Chemicals Has Been Revived

Client alert, 5.4.2022

Automatic Extensions of Employment Authorization Documents Lengthened to 540 days; Eligible Categories and Conditions Remain the Same

Client alert, 4.8.2022

Ohio General Assembly Passes Significant Real Property Tax Reforms

3.9.2022

New Enforcement and New Rules for Made in USA Claims

Client alert, 12.23.2021

Federal Vaccine Mandates End-of-Year Roundup

Authored article, Fall 2020

Local Resource Manufacturing Tax Credit Enacted in Pennsylvania

Authored article, *Texas Lawyer*, 10.15.2020

What Employers May Encounter As Employees Return to Work: A Q&A With Jackie Ford

Client alert, 9.9.2020

Crash Course Compliance: Top 5 Things Every Company Should Know About U.S. Drug and Device Regulation

Client alert, 4.14.2020

Despite New Regulatory Flexibilities, Risks Persist for Companies Transitioning to Production, Sale, and Importation of Face Masks and Respirators

Client alert, 3.30.2020

Ohio Governor Mike DeWine Signs COVID-19 Related Legislation

Client alert, 3.23.2020

Overview of Ohio Department of Health "Director's Stay at Home Order"

Client alert, 3.22.2020

Ohio Department of Health Director Issues "Stay at Home Order"

Client alert, 3.21.2020

DHS Issues Advisory "Memorandum on Identification of Essential Critical Infrastructure Workers During COVID-19 Response"

Client alert, 12.1.2014

*Client Alert:* EPA Proposes More Stringent Ozone Standard

Client alert, 8.18.2014

*Client Alert:* Five Considerations When Selecting a New Brand

Authored article, *Prime Magazine*, 6.1.2014

US Whistleblower Statute Aims to Combat Schemes to Evade AD/CVD Duties

Client alert, 9.12.2013

*Client Alert:* OSHA's Proposed Silica Rule now Published in Federal Register

Client alert, 5.20.2013

*Client Alert:* "Use" of a Mark in the U.S.A.

Client alert, 12.12.2012

*Client Alert:* Ohio Supreme Court Decision on Civil Penalties for Air Permit Violations

Client alert, 8.27.2012

*Client Alert:* The SEC's Final "Conflict Mineral" Rule Has Been Adopted and Will Impact Companies Whose Products Contain Tin, Tantalum, Tungsten and Gold

Authored article, *Mealey's Litigation Report*, 11.12.2008

"What Ohio's Retroactive Application Of Its Asbestos Legislation Means For The Litigation, Both Statewide And Nationwide"

Authored article, *Mealey's Personal Injury Report*, 11.10.2008

"How 'Green' Is Your Chemistry: California's Green Chemistry Legislation And Its Impact"

Authored article, *Industry Week*, 5.7.2008

"Sophisticated User Decision Helps: But it Doesn't Let Manufacturers off the Hook"

## Speaking Engagements

12.14.2021

2021 NLRB Developments: OSBA/NLRB Regions 8 & 9 Annual Seminar

9.29.2020

Crash Course Compliance: Preparing for FDA's "Return to Normalcy"

4.16.2020

Vorys on Call: Coronavirus

1.30.2020

Advanced Insurance Coverage Seminar

6.26.2019

COAACC Classroom

3.20.2019

Cincinnati Bar Association Brown Bag Seminar

11.30.2018

CLE Conference

11.29.2018

Workers' Compensation Update

11.6.2018

Dayton Development Coalition Company Meetings

11.2.2017

2017 Akron Labor and Employment Seminar

10.6.2017

Annual Fall Ohio Conference

10.5.2017

2017 JASCO Economic Business Seminar

10.4.2017

Ohio Athletic Conference Professional Development Conference

8.13.2017

2017 International Legal Technology Association Conference

10.26.2016

Retail Law Conference

Hosted by RILA

9.22.2010

3rd Annual Ohio Global Summit

Presented by The Ohio Department of Development's Global Markets Division and the Association of Ohio Commodores

2.5.2010

Preparing for the 2010 Proxy and Annual Report Season

Presented by Vorys, Sater, Seymour and Pease LLP