

dentons.com

DENTONS

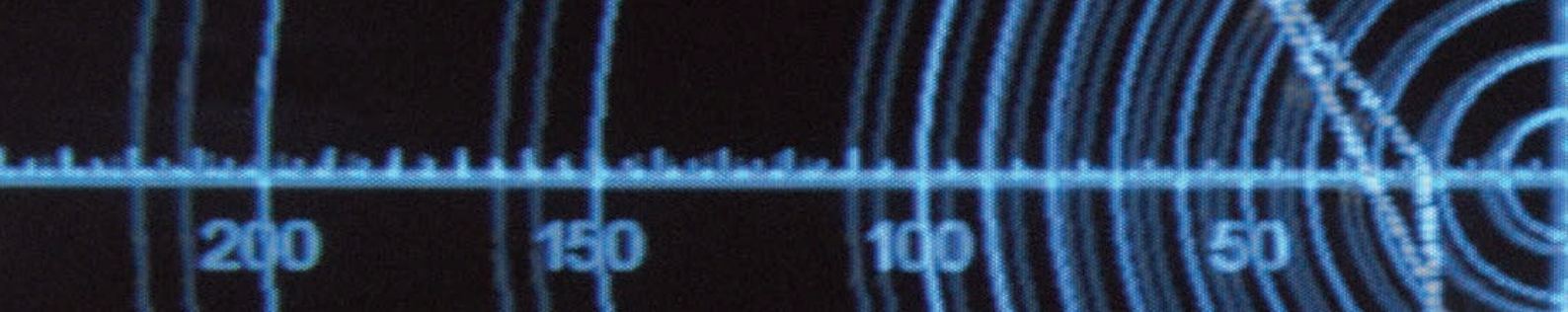
Your global connection to Defense



Your global connection to Defense

► Dentons' Defense Group assists the private and public sectors around the world resolve disputes and close transactions in a highly competitive and complex environment. Our team of lawyers and professionals located in more than 75 locations spanning 50-plus countries across Africa, Asia Pacific, Canada, Central Asia, Europe, the Middle East, Russia and the CIS, the UK and the US possess the in-depth experience and capabilities necessary to represent the defense sector.





Overview

We assist industry clients structure their business operations through all types of financing, acquisition and divestiture transactions. We work closely with our corporate clients to develop strategies to secure government contracting opportunities.

Benefit from our deep understanding of public and private law when working on major platform, systems and ordinance sales and purchases, contracts for the management of defense sites and facilities, and the operation and maintenance of defense equipment. We also advise on matters of public law to help government clients design procurement processes in competitive and non-competitive procurements.

Our lawyers also provide representation in every kind of defense sector litigation and arbitration including those involving procurement law, sovereign contracts, intellectual property and international trade.

Dentons provides a full range of legal services tailored to the defense and security industries:

Public procurement and competitive contracting

Among the services we offer in this field are:

- Assisting bidders in responding to RFPs
- Representing bidders before bid challenge authorities and the

courts to contest irregularities in procurement processes

- Helping businesses and governments structure RFPs
- Advising foreign companies with respect to defense procurement opportunities
- Advising and representing clients in relation to off-set, regional benefit or local content program requirements

Corporate, transactional and commercial law

Rely on us for advice on mergers and acquisitions, financing, and the establishment of local subsidiaries and related tax planning in the defense sector. We advise on the drafting, negotiation and implementation of various commercial agreements with clients, suppliers and partners worldwide, including supply, teaming, joint venture, licensing, non-disclosure, distribution and representation agreements.

Litigation and dispute resolution

Should the need arise, you will be represented by an experienced

Litigation and Dispute Resolution team, well versed in a variety of conflicts including commercial disputes, contractor and subcontractor disputes, bid protests, restructuring, audits and investigations, intellectual property disputes, breach of contract claims and product liability litigation. We also act as arbitrators and neutrals in arbitrations and mediations involving defense.

Export compliance

Our export compliance experience includes:

- Advising on the development of export compliance programs
- Conducting investigations on potential export violations
- Preparing voluntary disclosures
- Representing clients on issues regarding collaborative defense programs involving international partners
- Providing advice on compliance with export controls and controlled goods legislation, including the US International Traffic in Arms Regulations (ITAR)



- Advising on compliance with international sanctions, including those adopted pursuant to UN Security Council resolutions
- Advising on automatic firearms export and re-export controls

Anti-bribery and corruption compliance and ethics

Our lawyers provide anti-corruption and enforcement advice by assisting with the implementation of effective corporate social responsibility policies and compliance with legislation such as Canada's Corruption of Foreign Public Officials Act, the US Foreign Corrupt Practices Act and the UK Bribery Act. We can also assist in developing compliance programs and assess transactional due diligence risks.

Security issues

Among the various security-related legal services we provide are:

- Helping develop and implement security plans and programs
- Advising on security audit preparedness, record keeping requirements, security clearances
- Developing customized personnel training programs
- Advising on encryption controls, physical and cyber-security, cargo security and trans-border movement of goods and persons
- Ensuring business continuity

- Advising on emergency preparedness and crisis management

Government relations and lobbying

We assist in developing and implementing effective government relations campaigns. We also act as liaisons with senior officials in defense and other relevant departments and agencies in accordance with applicable lobbying legislation. In doing so, we advise on the rules relating to dealing with public officials, developing and implementing policies on gifts to, and entertainment of, public officials and lobbying law compliance programs.

Labor and employment

Our group advises on all aspects of workplace issues, including compliance with US extra-territorial and dual national export and re-export controls such as ITARs and EARs and compliance under local human rights legislation.

Intellectual property and technology

We assist with intellectual property issues relating to inventions, technical data, and computer software developed under government contracts or grants, including patents, trademarks and trade secrets. We also assist in spinning out defense technologies into commercial markets.

Dentons' lawyers understand these defense sector requirements and work relentlessly to protect your technology investment. Our intellectual property team has strength in system design, mechanical and electrical hardware, software, simulations, materials, and many other defense or commercial technologies. Together, we address complex legal questions with advice tailored to your business needs. From protecting intellectual property rights, through patent protection, advising on data security issues, technology licensing, and/or partnering strategies and relationship agreements, you receive practical and informed guidance.

Our integrated approach to patent prosecution, IP counseling, IP transactions, or IP/patent litigation is a powerful strategy that delivers optimal results to you. To provide you with seamless service, members of our Intellectual Property and Technology (IP&T) practice—some of whom were previously engineers in the defense sector—frequently team with lawyers from other practice areas to provide valuable insights into defense-related technologies. Our enviable track record includes representing large multinational corporations, mid-sized companies, individual inventors, entrepreneurs, early stage companies, public institutions, venture capital groups and private equity investment groups.

Our global reach

Canada

In Canada, companies operating in the defense and security sector encounter a broad spectrum of federal government regulation and requirements. The sector is overseen and managed by a diverse group of federal departments with overlapping jurisdictions, as well as related agencies and Crown corporations.

In this intricate business environment, Dentons provides you with unparalleled legal, strategic planning and management advice. Our Canadian corporate and commercial, regulatory, technology and intellectual property lawyers collaborate with partners and professionals worldwide to provide focused advice and exceptional client service. Whether you are a national or multinational corporation, trust Dentons to help you fulfill Canada's sea, land, air and security requirements.

Key contact

John F. Lemieux
Counsel, Montréal
D +1 514 878 8811
john.lemieux@dentons.com

Key service areas include:

- Major national defense sea, land and air procurements
- In service support (ISS) agreements for major procurements
- Industrial Technology Benefits (ITB) requirements
- Structuring delivery plans
- Advising on value proposition (High Value Work to Canada) requirements under new ITB Policy
- Negotiation on behalf of prime contractors and subcontractors (all tiers)
- Bids and proposals support on defense and security requirements
- Legal and political risk assessment and mitigation on major procurements
- Interface with federal and provincial government departments and agencies
- Interpretation of export controls and controlled goods regulations, lobbying, access to information, standard acquisition clauses and conditions
- Marketing, license and technology transfer agreements
- Structuring international joint ventures, risk sharing and consortia agreements
- General corporate and commercial matters, including tax structuring and the establishment of Canadian subsidiaries for offshore suppliers
- Dispute resolution, including litigation, arbitration and alternative dispute resolution



United States

Dentons lawyers understand the defense industry and how both government and business work. Look to us to provide the right mix of industry knowledge, legal experience and geographic reach to support you in your most significant regulatory, transactional and litigation matters.

You can rely on our team to represent you in defense industry transactions, disputes and investigations of every kind, with confidence grounded in real industry knowledge. Our services include a full range of practice areas, including:

- Competition and Antitrust issues
- Public policy and regulation
- Mergers and acquisitions
- Financing
- Government contracts and disputes
- Supplier contracts and disputes
- Whistleblower and *qui tam* investigations and disputes
- Government investigations and litigation

- Intellectual property, including patents, trademarks and trade secrets
- Products liability
- Export control
- Data privacy
- Restructuring

Whether you need advisory, compliance or litigation services, our services are firmly based on a comprehensive knowledge of the regulatory environment within the defense industry, including:

- Government contracts/public procurement
- International Traffic in Arms Regulations (ITAR) and other export controls
- Foreign Corrupt Practices Act (FCPA) and other anti-corruption compliance laws
- Department of Defense (DOD) and other government agencies
- Committee on Foreign Investment in the United States (CFIUS)



Key contact

Robert F. Scoular

Partner, Los Angeles

D +1 213 892 5003

robert.scoular@dentons.com



Europe

Amid continued economic stagnation and shrinking government budgets, the defense sector in Europe is facing extremely challenging conditions. As EU-wide policy aims at simplifying the transfer of military items across borders and coordinating procedures for contract awards, defense contractors, service providers and suppliers face increasing competition on the European market.

Meeting these challenges requires an advisor with operational, financial and regulatory insight. With extensive experience in the European defense

sector, Dentons helps you remain competitive in the marketplace.

Rely on our Europe Defense team's seasoned counsel when implementing new processes and governance models, improving supply chain integration and assessing risk-sharing in newly formed partnerships and joint ventures. Our blend of legal skill and business acumen helps you cut costs while seeking long-term growth opportunities.

When preparing for a merger or consolidation, Dentons lawyers help

you navigate through regulatory requirements. In domestic and cross-border transactions alike, our M&A team has the experience and the capabilities to assess profitability and risk, and to see your deal to completion.

We understand the specific terms of tender and qualification procedures to ensure your tender for a contract is competitive and valid. We assess the fairness of the procurement conditions and minimize potential litigation-related risks and costs.

Key contact

Dariusz Oleszczuk

Partner, Paris

D +33 1 42 68 92 32

dariusz.oleszczuk@dentons.com



Russia and the CIS

A country's defense industry is highly complex and vital to the security of the nation it protects. You need lawyers who are able to work on complex contracts, are familiar with the procurement and enforcement processes and who understand the interplay between the national government and domestic business.

Dentons' lawyers can guide you in multiple aspects of your business

through the complicated and constantly evolving regulatory environment in this area. Whether you are an industry contractor or supplier, an investor or security company, a logistics, engineering or technology firm, you can rely on our broad and deep experience advising on defense-related issues in Russia and the CIS.

Defense industry disputes can be extremely multifaceted and

involve such issues as competition, contracting and procurement matters, environmental matters, creation of compliance programs, M&A issues, protection of intellectual property and international trade issues. Dentons' lawyers will represent you in defense industry disputes and litigation of every kind, with confidence grounded in real industry knowledge.

Key contact

Oleg V. Batyuk

Partner, Kyiv

D +380 44 494 4774

oleg.batyuk@dentons.com



Middle East

The global defense industry deals in complex, very high-value products, vital to the security of numerous nations. Defense contractors work at the interface of business and government. Much of what they do, including research and development, is both publicly funded and subject to tight security.

Succeeding in this environment requires a legal partner with a proven track record. Dentons has advised many significant defense contractors on a variety of major projects, substantial technology procurements and other operations across the Middle East. Rely on our team for the deep

industry knowledge and on-the-ground experience of a leading global defense practice.

The defense industry calls for lawyers who can handle the most valuable and complex competitive processes, contracts and disputes; who understand how governments and local business environments operate; whose discretion is assured; and who can apply their skills and experience in exacting circumstances. Dentons lawyers in the Middle East work as part of a global defense sector team able to meet these demands, acting efficiently and cooperatively to deal with transactions, projects and disputes.

One of the leading global law firms in the Middle East, Dentons opened our first office in the region 50 years ago. Today we offer an unrivalled platform of offices and associated offices in the region and worldwide. Our team helps you close transactions smoothly and effectively, drawing on years of experience with local administrative processes and officials. Our contacts, particularly in government and municipal departments, allow us to appreciate the importance not only of what the law says, but also of how it is applied. In a sector where long-term relationships with government entities are often critical, we focus on finding you practical solutions that will stand up to the test.

Key contact

Amgad T. Husein

Partner, Riyadh

T +966 1 200 8678 ext 202

amgad.husein@dentons.com



Contacts

Joshua S. Akbar

Partner, Phoenix
D +1 602 508 3947

joshua.akbar@dentons.com

**Christopher Q. King**

Partner, Chicago
D +1 312 876 8224

christopher.king@dentons.com

**Catherine Bingham**

Partner, London
D +44 20 7320 6367

catherine.bingham@dentons.com

**Paul M. Lalonde**

Partner, Toronto
D +1 416 361 2372

paul.lalonde@dentons.com

**John Flanigan**

Partner, Paris
D +33 1 42 68 48 45

john.flanigan@dentons.com

**John F. Lemieux**

Counsel, Montréal
D +1 514 878 8811

john.lemieux@dentons.com

**Steven H. Frankel**

Partner, San Francisco
D +1 415 882 2410

steve.frankel@dentons.com

**Pierre Lévêque**

Partner, Paris
D +33 1 42 68 93 03

pierre.leveque@dentons.com

**R. Matthew Garms**

Partner, Kansas City
D +1 816 460 2649

matthew.garms@dentons.com

**Andy Lucas**

Partner, London
D +44 20 7246 7799

andy.lucas@dentons.com

**Amgad T. Husein**

Partner, Riyadh
D +966 1 200 8678 ext 202

amgad.husein@dentons.com

**Mark P. Lunn**

Partner, Washington, DC
D +1 202 408 7091

mark.lunn@dentons.com

**Christof Kautzsch**

Partner, Berlin
D +49 30 2 64 73 311

christof.kautzsch@dentons.com

**Drew Marrocco**

Partner, Washington, DC
D +1 202 408 6387

drew.marrocco@dentons.com



Christopher McGee-Osborne

Partner, London
D +44 20 7246 7599
christopher.mcgee-osborne@dentons.com



Dariusz Oleszczuk

Partner, Paris
D +33 1 42 68 92 32
dariusz.oleszczuk@dentons.com



Constantin Rehaag

Partner, Frankfurt
D +49 69 45 00 12 248
constantin.rehaag@dentons.com



Robert E. Richards

Partner, Chicago
D +1 312 876 7396
robert.richards@dentons.com



Stephen H. Rovak

Partner, St. Louis
D +1 314 259 5886
stephen.rovak@dentons.com



Robert F. Scoular

Partner, Los Angeles
D +1 213 892 5003
robert.scoular@dentons.com



Mary Ann Sharp

Consultant, Doha
D +974 44 598 960
maryann.sharp@dentons.com



Paul Sheridan

Partner, Muscat
D +968 2457 3023
paul.sheridan@dentons.com



Gary B. Solomon

Partner, Dallas
D +1 214 259 0941
gary.solomon@dentons.com



Eric L. Sophir

Partner, Washington / Silicon Valley
D +1 202 408 6470 / +1 650 798 0379
eric.sophir@dentons.com



John E. Walker

Partner, Los Angeles
D +1 213 892 5020
john.walker@dentons.com



Thomas Walls

Principal, Washington, DC
D +1 202 408 6424
thomas.walls@dentons.com



Michael E. Zolandz

Partner, Washington, DC
D +1 202 408 9204
michael.zolandz@dentons.com



© 2014 Dentons.

This publication is not designed to provide legal or other advice and you should not take, or refrain from taking, action based on its content. Attorney Advertising. Please see dentons.com for Legal Notices. Dentons is an international legal practice providing client services worldwide through its member firms and affiliates.

Dentons UKMEA LLP is a limited liability partnership registered in England and Wales under no. OC322045. It is authorised and regulated by the Solicitors Regulation Authority. A list of its members is open for inspection at its registered office: One Fleet Place, London EC4M 7WS. Any reference to a "partner" means a person who is a partner, member, consultant or employee with equivalent standing and qualifications in one of Dentons' affiliates.

Your global connection to Defense_A4-21/11/2014