

Borda, Lorenz & Geggie PLLC

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FIRM PROFILE

Borda, Lorenz & Geggie provides specialized legal services to automotive-related businesses and their executives in Michigan and in the Midwest United States. The firm draws its strength from many of its attorneys' direct experience in the automotive industry in domestic and international transactions as either former members of the legal staffs of Ford Motor Company, General Motors Corporation or as counsel to significant Tier I and Tier II automotive suppliers. Members of Borda, Lorenz & Geggie take pride in their ability to deliver high-quality, cost effective legal services. As a boutique firm focusing on the automotive industry, Borda, Lorenz & Geggie offers a full complement of legal skills to meet its clients' needs in areas such as corporate organization, contract negotiations, acquisitions and divestitures, business law, patent, copyright and trademark protection and prosecution, state and federal taxation, employee benefits, executive compensation, international law and immigration. Its attorneys have direct experience with business transactions of every size, ranging from the start-up of small businesses to the sale of major companies. Its rates for legal services are highly competitive, especially when compared to large Michigan-based firms and major financial center firms located on the east or west coast.

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ATTORNEY PROFILES

The diverse backgrounds of our attorneys and special advisors are strengths of Borda, Lorenz & Geggie. We take pride in being able to offer excellent representation, reasonable rates, a broad variety of legal skills and experience, significant communication and language abilities, and real cultural sensitivity to the international or domestic client seeking representation primarily in transnational and domestic automotive matters.

WALTER J. BORDA, born Washington, D.C. January 29, 1946; admitted to bar, 1971, Michigan. Education: Washington & Lee University (B.A., 1967; J.D., 1971). Attorney, Ford Motor Company, 1971-1981; Staff Director, Legal Affairs, Ford Asia-Pacific, Inc., 1981-1984. Vice-President, General Counsel and Secretary, Engineering Technology, Ltd., 1985-1986. Partner, major Detroit area law firms (1986-1998). Founder, Borda & Lorenz, 1999. Member: State Bar of Michigan. Member Board of Directors of various automotive suppliers. Reading and limited speaking knowledge of German and Spanish.

PRACTICE AREAS: Corporate Law, International Business Transactions, Automotive Regulatory Law and Employment Law.

JOSEPH F. LORENZ, born Detroit, Michigan, December 19, 1959; admitted to bar, 1985, Michigan and U.S. District Court, Eastern District of Michigan. Education: James Madison College of Michigan State University (B.A., *cum laude*, 1982); University of Michigan (J.D., 1985). Attorney, Ford Motor Company, Tax Counseling Practice Group, 1985-1992; Ford Motor Company, Corporate Transactions Practice Group, 1992-1996. Co-Founder, Borda & Lorenz, 1999. Member: Michigan Bar Association (Business Law Section).

PRACTICE AREAS: Contracts; Corporate Transactions; Business Law; Federal and State Taxation Law.

THOMAS H. GEGGIE, born Detroit, Michigan, July 29, 1944; admitted to bar 1969, Michigan and U.S. District Court, Eastern District of Michigan. Education: Albion College (B.A. 1966); Wayne State University (J.D., *cum laude*, 1969). Attorney, Ford Motor Company, 1969 – 1979; Senior Attorney, Financings 1980 – 1984; Senior Attorney, International 1984 – 1987; Associate Counsel Real Estate 1987 – 1998; Counsel, Ford Investment Enterprises Corp., 1998-2000. Member: State Bar of Michigan (Member, Section on Business Law).

PRACTICE AREAS:

Business Law; Corporate Law, Real Estate.

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JAMES C. CURTISS, a 1973 graduate of the University of Michigan and a 1976 graduate of the University of Detroit School of Law, leads the firm's litigation practice. During the two years following graduation he served as a law clerk to United States District Judge Wendell A. Miles in the Western District of Michigan. He was a member of Ford Motor Company's Office of the General Counsel from 1978-1995, handling and trying a number of major employment, commercial, and construction cases. In 1995 he entered private practice focusing primarily on employment and litigation matters.

ROGER E. ERICKSON, born Minneapolis, Minnesota, March 25, 1939; admitted to bar, 1967, Michigan and U. S. District Court, Eastern District of Michigan; registered to practice before the U.S. Patent and Trademark Office, 1968. Education: University of Minnesota (B.M.E. with distinction, 1962; J. D., 1966). Attorney, Ford Motor Company Intellectual Property Practice Group, 1966-1975; Automotive Regulations Practice Group, 1975-1997. Vice President – Legal and Engineering Client Services, Engineering Analysis Associates, Inc, 1998-2001. Member: State Bar of Michigan, Michigan Intellectual Property Law Association.

PRACTICE AREAS: Business Law, Automotive Regulatory Law, Immigration.

JAMES P. ZIETY, born Milwaukee, Wisconsin, April 8, 1949; admitted to bar, 1980, Michigan and U.S. District Court, Eastern District of Michigan. Education: St. Mary's College (B.A. *summa cum laude*); University of Wisconsin, Madison (M.B.A. Marketing, 1972); University of Detroit (M.B.A. Finance and Accounting, 1975); University of Detroit School of Law (J.D. *summa cum laude*, 1979). Various Marketing and Finance positions, Ford Motor Company 1972-1980. Attorney, Ford Motor Company, Trade Regulation and Distribution Practice Group, 1980-1985. Senior Attorney and Counsel, Global Business Transactions Practice Group, 1985-2002. Member: Michigan Bar Association (Aviation Law Section).

PRACTICE AREAS: Contracts; Corporate Transactions, Aviation Law, Energy Law, Trade Regulation.

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ADVISOR – JAPANESE BUSINESS

MITSUHIRO NAOE, Born Hamamatsu, Shizuoka, Japan, July 14, 1933; Education: Tokyo University (Bachelor in Laws, 1957). Tomen Corporation 1957-1993, Executive Vice President, Coil Center Corporation, Howell, Michigan 1989-1992. Director, GST Telecommunications, Vancouver, WA, 1996-1999. Overseas Business Experience: Hamburg, Germany; New York, Chicago, Houston, Howell, San Jose, USA; Tehran Iran. Management of Overseas Offices, Joint Ventures and New Business. Bilingual in Japanese and English.

ADVISOR – KOREAN LEGAL MATTERS

GI SEONG LEE; Education: Washington and Lee University Law School (LL.M., 2004), Konkuk University (Bachelor of Law, 1985). Judicial Agent, Gi Seong Li Judicial Agent Office, Seoul Korea, 1995-2003; English Teacher, Chongro Academic Institute, Kangwon Province, Korea; Real Estate Agent, Gi Seong Lee Real Estate Agency, Seoul, Korea. Bilingual in Korean and English.

REPRESENTATIVE PROJECTS

Borda, Lorenz & Geggie attorneys have participated in many significant automotive projects representing United States and international clients, and have resolved a variety of difficult domestic and transnational legal problems for them. A representative list of the automotive business projects and legal issues in which firm attorneys have significantly participated follows:

CORPORATE AND BUSINESS PLANNING

- Establishment and negotiation of joint ventures, partnerships and LLCs.
- Corporate governance and corporate secretarial services.
- Preparation and negotiation of vehicle and component purchase and supply agreements with domestic and international vehicle manufacturers and suppliers.
- Establishment of manufacturing, assembly and distribution joint ventures, both domestic and international.
- Reorganization, partial dissolution and closure of manufacturing operations.
- Establishment of agricultural equipment manufacturing businesses and vehicle assembly businesses.
- Establishment of an automotive financing institution.
- Resolution of labor union issues and defense of employment claims and union organization efforts.
- Establishment of “maquiladoras” and light assembly processing businesses in Mexico.
- Establishment of a joint venture aluminum casting business.

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- Establishment of an automotive safety equipment manufacturing business and numerous automotive component parts manufacturing businesses.
- Establishment of automotive design and engineering businesses and a freight forwarding concern.
- Establishment of United States dealership networks for overseas automotive parts manufacturers.
- Establishment of a Canadian distribution network for an automotive parts manufacturing company.
- Establishment of dedicated just-in-time warehouses and distribution systems.
- Development of corporate purchasing policies and procedures.
- Preparation and negotiation of raw materials, equipment purchase and installation, and services contracts for domestic and international vehicle manufacturers and suppliers.
- Negotiation of stock warrant agreements based on supply agreements between Tier 1 suppliers and automotive manufacturers.
- Development of modular system of purchasing documents.
- Negotiation of freight transportation and logistics service contracts.

TRANSACTIONS

- Purchase and sale of automobile dealerships.
- Purchase and sale of vehicle recycling centers.
- Establishment of automobile dealer reorganization plans in Mexico.
- Extensive purchases and sales of Commercial and Industrial real estate.
- Negotiation of shopping center leases.
- Negotiation of financing leases for regional distribution centers.
- Negotiation of tax-free exchanges of commercial property.
- Negotiation of mortgage and credit line transactions.
- Purchase and sale of corporate entities and operating assets.
- Prepared restructuring documents for dealership buy-out plans.
- Negotiation and establishment of export incentive programs.
- Preparation and negotiation of turnkey construction contracts.
- Negotiation of research agreements for joint development of automotive components.
- Development of global purchasing agreements and contracts for environmental-related services
- Sale of automotive service and component supply businesses.
- Sale of automotive service and component supply businesses.
- Negotiation of joint venture for diesel engine production.

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- Negotiation of promotional and sponsorship agreements for automotive racing teams.
- Purchase and sales of aircraft, including IRS 1031 like-kind exchange transactions.
- Counseling private aircraft operators with respect to FAA Part 91 certificate compliance.
- Negotiation of special contracts with producers, interstate pipelines and utilities for procurement, supply and distribution of electricity and natural gas to manufacturing facilities in the US and Canada.
- Negotiation of performance contracts for energy efficiency conservation projects at US manufacturing facilities.
- Negotiation of agreements with advertising agencies for advertising and media placement services.

GOVERNMENTAL AND REGULATORY COMPLIANCE

- Petitions to government agencies, including the United States Environmental Protection
- Agency (EPA) and the United States Department of Transportation (NHTSA) on regulatory and rulemaking issues affecting automotive design.
- Interpretation of U.S. export and transaction control regulations in overseas sales.
- Interpretation and compliance with foreign exchange control regulations.
- Foreign Corrupt Practices Act compliance.
- Customs, tariff and local content regulations compliance.
- Visa applications and renewals.
- Negotiation of government investment incentives.
- Resolution of merger, acquisition and pricing issues under applicable antitrust laws.
- Analysis of U.S. – Canadian Free Trade issues and resolution of NAFTA issues.
- Prevention and resolution of customs disputes.
- Interpretation of Federal Motor Vehicle Safety Standards (FMVSS), and related regulations and reporting requirements.
- Interpretations of Federal laws such as the Motor Vehicle Safety Act relating to obligations of manufacturers and suppliers of motor vehicles and motor vehicle parts and equipment.
- Counseling manufacturers concerning responses to National Highway and Traffic Safety
- Administration (NHTSA) inquiries related to alleged safety defects and product compliance.
- Advising clients concerning product safety recalls.

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- Counseling manufacturers concerning obligations of government contractors with respect to Pub. L. 95-507 (sourcing obligations to minority, small and disadvantaged business).

INTELLECTUAL PROPERTY

- Negotiation and preparation of numerous research and development agreements and technology transfer agreements.
- Investigation and preparation of patent infringement/validity opinions.
- Counseling clients on resolving patent, copyright and trademark infringement issues.
- Filing and prosecution of various patent, trademark and copyright applications.
- Negotiation and preparation of non-disclosure/confidentiality agreements, consulting and personal services agreements.
- Counseling clients on protection of intellectual property, including software and associated trade secrets.
- Investigation and preparation of IP “due diligence” reports for business or technology acquisitions.

IMMIGRATION

- Successful petitions for H-1B, L-1, E-1 and E-2 non-immigrant visas.
- Procurement of Labor Certification from U.S. Department of Labor.
- Successful immigrant visa petitions based upon national interest waivers and individuals with outstanding ability.
- Successful and timely acquisition of blanket via petitions in corporate mergers and acquisitions.
- Resolution of U.S. Department of labor employment eligibility audits.
- Representation of applicants for visas at U.S. Consulates abroad.
- Advising clients on cost effective immigration law solutions and strategies.

LICENSING AND DISTRIBUTION

- Appointment and termination of product distributors and dealers.
- Coordination of nationwide regulatory licensing program for vehicle manufacturers.
- Negotiation of numerous licenses of intellectual property rights, including software development agreements.

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REFERENCES

We believe our best references are those persons who have engaged us and referred work to us over the years on various projects. Please feel free to call any of the persons listed below if you want to get a better understanding, from a client's or a professional colleague's perspective, of how we work and how we relate to our clients and business friends.

CENTER FOR AUTOMOTIVE RESEARCH

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FORD MOTOR COMPANY

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