



Hogan
Lovells

Aerospace, Defense, and Government Services

Capabilities



Table of contents

Aerospace, Defense, and Government Services: Overview	1
CFIUS, Foreign Investment Reviews, and FOCI Mitigation	5
Corporate and M&A	9
Cybersecurity	13
Antitrust, Competition, and Economic Regulation (ACER)	17
Government Contracts Compliance	21
Bid Protest Litigation	25
Government claims and disputes litigation	29
International trade and economic sanctions	33
Investigations, White Collar, and Fraud	37
Commercial litigation	41
Products and environmental liability litigation	45
EU public procurement	49

Aerospace, Defense, and Government Services

Overview

The aerospace, defense, and government services (ADG) industry continues to experience dynamic growth while leading the way on cutting-edge technologies. Global spending on defense platforms and civil aviation is increasing. Advances in machine learning, additive manufacturing, and IoT are leading to efficiencies and new products, while innovations in commercial space, aviation, and unmanned vehicles invigorate the industry. Supply chains are increasingly global.

Our global ADG team focuses intently on developments and challenges within the ADG industry, which enables us to help you solve problems before they arise and take advantage of emerging opportunities. Our team includes industry-leading lawyers with corporate, commercial, regulatory, investigations, and litigation experience. We know your industry, including the challenges and opportunities it presents, and are well-versed in the technologies that are driving improvements. Our industry-focused approach ensures we provide you with seamless solutions across practice disciplines and geographic regions.

We work closely with some of the largest ADG companies in the world. Advising middle market businesses, emerging companies, new ventures, and global entities – along with investment banks and private equity firms – our clients are some of the industry's most forward-thinking. That's why they're drawn to our culture of innovation.

Our clients build manned and unmanned aircraft. They supply parts and materials to the aerospace industry and develop technologies required for defense and national security. Others provide launch vehicle and satellite services or deliver the products and innovations required for critical homeland security.

We actively assist clients with some of the most important emerging issues facing the ADG industry. These include tackling the challenges posed by extreme governmental cost pressures, complex global supply chains, cross-border transactions, cybersecurity, and navigating the varied and growing compliance risks.

And, when things go wrong, our investigations and litigation lawyers require little time to get up to speed. Our ADG team offers extensive experience and insight from some of the world's most complex legal environments – providing practical solutions for wherever your work takes you.







Aerospace, Defense, and Government Services

CFIUS, Foreign
Investment Reviews,
and **FOCI Mitigation**

CFIUS, Foreign Investment Reviews, and FOCI Mitigation

The U.S. government continues to scrutinize the impact of foreign investment on national security, and this remains most prevalent in the ADG industry. Foreign-owned companies seeking to acquire U.S. interests must take steps to anticipate and address such issues as early as possible.

In the U.S., the Committee on Foreign Investment in the United States (CFIUS) considers the impact of foreign investment on national security, taking action when necessary.

Other governments also have authority to subject foreign investment to scrutiny from a national security perspective. Our well-equipped global teams are ready to assist you in acquisitions covered by any regulatory regime. Governments take matters of national security very seriously, and so do we.

Navigating the complex challenges of classified national security contracts requires in-depth knowledge and practical experience in handling CFIUS and associated national security reviews.

We can help you develop and execute strategies, ensuring that you safeguard your transactions, investments and business success.

Unless you've taken steps to mitigate foreign ownership, control, or influence (FOCI), you may not be eligible for security clearances. In the context of a merger, acquisition, or investment opportunity, we address these issues quickly in order to avoid delays and minimize risk.

We're well-versed in the issues facing foreign-owned companies. This includes those involving FOCI mitigation administered by the Defense Security Service (DSS) and other requirements under the National Industrial Security Program Operating Manual (NISPOM).

Our practice brings corporate, policy, and regulatory experience together in an integrated approach. Working closely with our corporate, government contracts, and government relations colleagues, we can assist foreign-owned companies in acquiring firms in the national security arena.

Areas of focus

- Special security agreements
- Network security agreements
- CFIUS clearance
- Export controls
- Proxy boards
- Voting trusts
- Mergers and acquisitions
- FOCI mitigation
- NISPOM requirements

Representative experience

- Acting as CFIUS, DSS, and export controls counsel to a UK-based support services provider in its acquisition of a UK-based defense and civil contractor (with U.S. subsidiaries).
- Acting as CFIUS and DSS counsel to a client selling its U.S.-based provider of engineering and logistics services, including assisting in negotiations with DSS and termination of the subsidiary's proxy agreement.
- Representing a UK company in establishment and maintenance of a proxy board to oversee classified defense contract work for the U.S. Navy.
- Obtaining CFIUS clearance for a major defense contractor's sale of a classified radar technology business.
- Representing a client in the CFIUS review process in connection with a merger of two European firms with U.S. subsidiaries active in the security sector.
- Providing CFIUS advice to Dell regarding the sale of its Dell Services business for approximately US\$3.05bn to NTT Data.
- Securing CFIUS clearance for our client ALSTOM in its sale of its Thermal Power, Renewable Power, and Grid businesses to GE and acquisition of GE's rail signaling business.
- Assisting a data storage company on FOCI questions relating to the company's interest in obtaining a facility security clearance from the DSS.
- Assisting an international clinical research organization on establishing a Special Security Agreement with the DSS to FOCI issues to allow continuation of sensitive, classified work on military installations.
- Assisting an Asian company in negotiating a mitigation agreement with CFIUS, as a condition to CFIUS's clearance of the underlying transaction.
- Obtaining CFIUS clearance in connection with the acquisition of a U.S. technology supplier by a European company with government ownership.
- Helping a major European telecommunications company to complete an acquisition of a U.S. internet service provider without having to enter a national security agreement that would have placed conditions on the acquisition.
- Drafting special security agreements, voting trusts, proxy boards, and other arrangements required by the Departments of Defense, Homeland Security, Energy, Justice, and the FBI to mitigate non-U.S. ownership, access, or control over sensitive information or classified contracts belonging to U.S. companies.
- Negotiating the network security agreements required for CFIUS approval of post-September 11 investments in the telecommunications sector.



Awards and Rankings

- Ranked as a leading International Trade Practice, *Chambers USA and Legal 500 US 2018*
- “Excels at national security matters relating to export controls, economic sanctions and the Committee on Foreign Investment in the United States (CFIUS) reviews.” *Chambers USA, 2018*



2030

United States Air Force

2030

100th Air Refueling Wing

2030



Aerospace, Defense, and Government Services

Corporate and M&A

Corporate and M&A

ADG companies operate in one of the most dynamic and challenging industries, often with specialized financing needs. Commercial transactions involve rights and commitments in emerging and sophisticated technologies. And, corporate activity must account for geopolitical uncertainty, complex regulatory systems, and jurisdictional national security interests.

Our corporate lawyers work dynamically to represent ADG companies around the world. We help you navigate the complex regulatory framework at the intersection of business and government requirements – where you most need an integrated strategy.

Our corporate practice complements transactional knowledge with regulatory capabilities in government contracting, CFIUS, international trade, antitrust, and intellectual property. We bring together corporate and commercial experience to provide comprehensive, innovative, and practical solutions.

We offer practical advice on industry-specific considerations that can have a material impact on strategic transactions. This includes challenges presented by regulation and national security issues, supply chain complexity, financing needs, as well as health, safety, and environmental concerns.

Capital markets

Our capital markets practice is internationally recognized, providing a full range of services to assist you in all phases of the corporate life cycle. Our work supports initial public offerings and follow-on equity offerings of all kinds. We're experienced in investment-grade, high-yield, and convertible debt offerings, as well as PIPE transactions, Rule 144A, and Regulations.

Commercial agreements

Our commercial agreements team helps you drive revenue and configure business while managing risk. Working across international borders, we understand that one size doesn't fit all. Our unique combination of legal, business, and technical experience makes us effective problem solvers and deal closers.

Private equity and venture capital

We support venture capital and private equity clients to diversify and grow into new markets. Drawing on industry knowledge, we help you make the most of investment opportunities. And we partner with ADG companies seeking investment.

Our securities advisory and corporate governance services provide strategic guidance – including advice on duties, obligations, and regulatory responsibilities.

Mergers and Acquisitions

We advise on complex M&A transactions, ranging from multi-billion dollar domestic and cross-border deals to strategic initiatives and joint ventures. We act for major platform manufacturers and critical suppliers, putting us at the forefront of the sector's most critical trends and developments.

We provide comprehensive support and knowledge of the ADG sector, with an acute understanding of the challenges and opportunities you face, ensuring you get the seamless service and high-quality representation required in high-stakes deals.

Areas of focus

- Public and private company transactions
- Going-private transactions
- Hostile takeover proposals
- Joint ventures and other strategic alliances
- Leveraged buyouts
- Private equity investments
- Proxy contests and shareholder activism
- Restructuring and reorganizations
- Stock and asset acquisitions and sales of companies, businesses, and divisions
- Takeover defense
- Tender offers and exchange offers
- Cross-border transactions
- Carve-outs, spin-offs, and split-offs

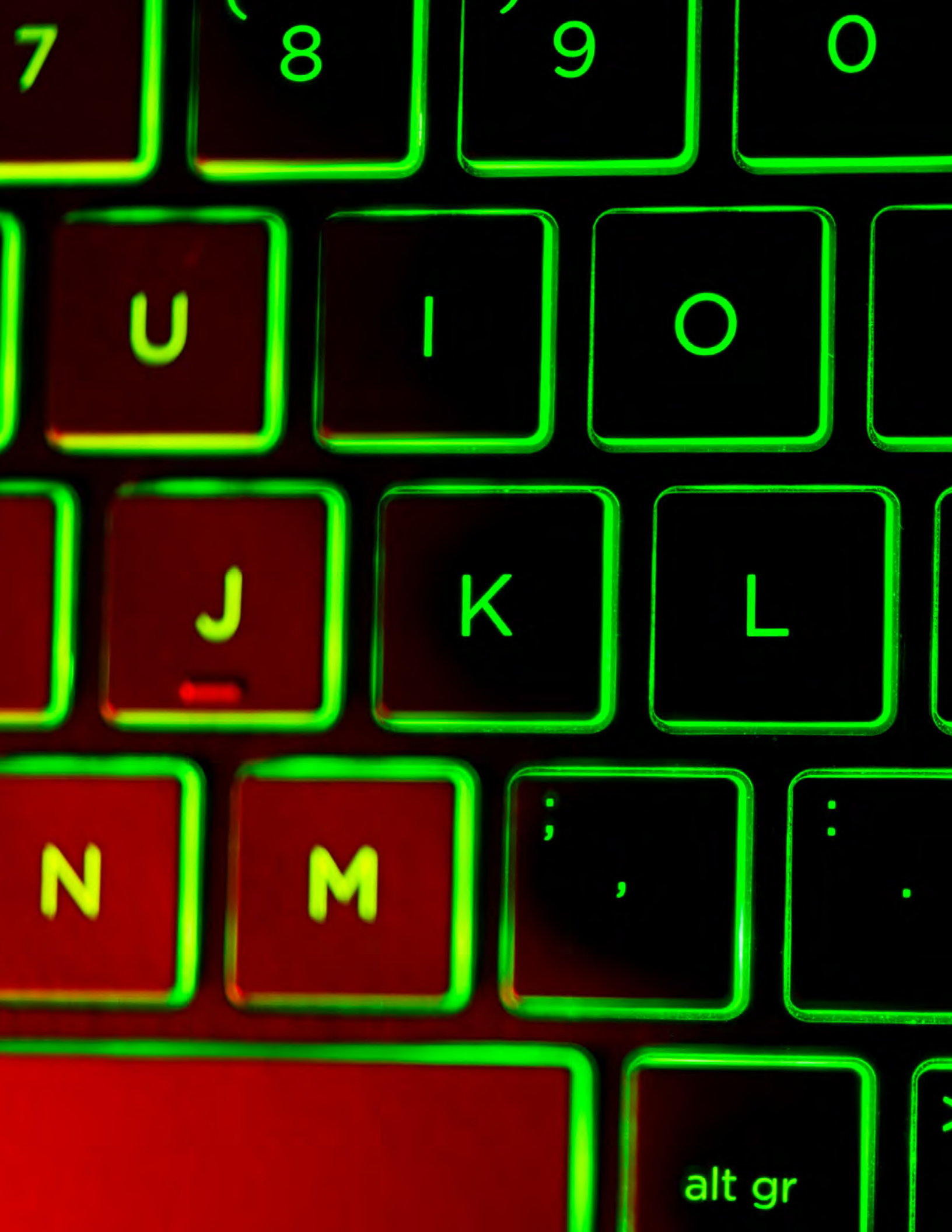
Representative experience

- Advising Lockheed Martin Corporation on its US\$7bn underwritten, investment grade public offering of debt securities, the proceeds of which were used to refinance a portion of the purchase price for their US\$9bn acquisition of helicopter manufacturer Sikorsky Aircraft from United Technologies Corporation.
- Advising Lockheed Martin Corporation in connection with agreements to separate and combine its realigned Information Systems & Global Solutions business segment with Leidos Holdings, Inc. in a tax-efficient Reverse Morris Trust transaction.
- Advising Airbus in connection with the formation of a complex, strategic joint venture with OneWeb – a company proposing to launch a first-in-kind constellation of 900 small interlocking satellites to provide global internet service.
- Advising Orbital ATK in its US\$9.2bn sale to Northrop Grumman.
- Representing PricewaterhouseCoopers on the sale of its government consulting sector to a private equity investment firm.
- Representing By Light Professional IT Services, a provider of IT, cloud, cyber, and infrastructure solutions to the U.S. Federal Government, in its acquisition by Sagewind Capital LLC.
- Representing Cognosante Holdings, LLC, a health IT solutions, business intelligence, and consulting provider, in the acquisition of Business Information Technology Solutions, LLC, a provider of IT services and solutions to the U.S. Department of Veterans Affairs and the U.S. Department of Defense.
- Advising KBR, Inc. in its acquisition of government services provider, SGT, Inc.
- Advising KBR, Inc. in its US\$600m acquisition of Wyle Inc., a specialized government services provider.
- Advising Orbital Sciences Corporation on its US\$5bn merger of equals transaction with Alliant Tech Systems (ATK), forming Orbital ATK.
- Advising Meggitt PLC, a global engineering firm specializing in manufacturing components and sub-systems for ADG companies, in its acquisition of the advanced composites businesses of Cobham PLC.



Awards and Rankings

- Firm of the Year for Corporate and Commercial, *Legal 500 UK*, 2017
- Corporate/M&A, Band 1, Highly Regarded, *Chambers USA*, 2018
- M&A/Corporate and Commercial: Corporate Governance, Tier 1, *Legal 500 US*, 2018



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Aerospace, Defense, and Government Services

Cybersecurity

Cybersecurity

Cybersecurity touches almost every aspect of a company's operations. ADG organizations are subject to greater risks due to the industry's highly technical and sensitive nature. This is particularly true when contractors are repositories for government data and face increased pressure to implement robust cybersecurity practices.

Cyber threats from state-sponsored hacking groups, terrorists, organized crime, activists, competitors, and insiders are increasing. Cyber criminals often target government contractors and businesses in highly technical and sensitive sectors such as ADG.

Safeguarding measures that were reasonable in the recent past are unlikely to meet regulators' future expectations. News of a cybersecurity breach at a company is often quickly followed by an array of legal actions. These can include government investigations, congressional attention, consumer class actions, shareholder suits, and customer questions or lawsuits.

Companies that conduct business with the government are often subject to unique data safeguarding rules and incident reporting requirements. But with more than 80 lawyers dedicated to cybersecurity and data privacy incidents, we can quickly address the most urgent demands for legal services, including:

- **Preventative services**
We assess our clients' unique threat profile, global legal obligations, and risks, along with incident response readiness.
- **Legal analysis**
Our team can provide a timely and informed analysis of relevant cybersecurity and breach notification laws worldwide.
- **Incident support**
Our lawyers and technical professionals can provide 24/7 embedded or as-requested counsel on and facilitation of incident response procedures and information-sharing strategies.

- **External representation**
We also help interact with law enforcement, regulatory, and other government officials in the event of an incident.
- **Post-incident reviews**
We can lead or participate in 'after-action' reviews of major incidents so that they're documented and inform your ongoing operations.

Areas of focus

- Breach response services
- Cloud computing
- Cross-border transfers
- Cybersecurity and data security
- Data security and compliance
- Data security breach notification
- Employee data
- International data transfers
- International regulatory compliance
- Privacy and data security related investigations and litigation
- Privacy and security risk allocation and transaction services

Representative experience

- Advising defense contractors and critical infrastructure owners on utilizing cyber threat information sharing programs.
- Advising multiple defense companies on U.S. government safeguarding and incident reporting requirements, including information system assessments against the NIST 800-171 standards for Controlled Unclassified Information.
- Advising cloud service providers on complying with the FedRAMP program and agency specific cloud security requirements.
- Advising on complying with Federal Information Security Management Act (FISMA) information security contract requirements including preparing security authorization packages and undergoing numerous agency Authorization to Operate processes.
- Counseling an advanced technology company with significant government contracts on the handling of a cybersecurity breach involving International Traffic in Arms Regulations (ITAR) and Export Administration Regulations (EAR) data.
- Assisting multiple government contractors and critical infrastructure entities with comprehensive responses to significant cybersecurity incidents, including incident reporting to US-CERT and the Department of Defense (DoD).
- Counseling a major technology company on the handling of an “insider” attack potentially affecting the company’s HR databases.
- Initiating an intensive review of domestic data security safeguards and preparing a strategic plan for a data protection program for one of the world’s leading defense contractors.
- Conducting a board-level investigation for a publicly held industrial company affected by a nation-state cyberattack on the sufficiency of management’s incident response and disclosure.
- Performing data protection compliance assessments and gap analyses for major international corporations and national nonprofit organizations.



Awards and Rankings

- Privacy and Data Security, Band 1 *Chambers Global, 2013- 2018*
- Privacy & Data Security Team of the Year, *Chambers USA, 2015 and 2017*
- Data Protection & Privacy, Tier 1 Ranking, *Legal 500, 2010-2018*





Aerospace, Defense, and Government Services

Antitrust, Competition,
and Economic
Regulation (ACER)

Antitrust, Competition, and Economic Regulation (ACER)

Antitrust compliance ranks highly as a chief concern in daily operations – shaping transactions along with joint ventures and other business agreements. We understand that global companies also face significant risks associated with sanction violation penalties, increasing cooperation among international antitrust authorities and other regulators, and antitrust class-action litigation.

Our team continues to take the lead in precedent-setting cases and antitrust enforcement cases, putting us in a unique position to help you in an increasingly demanding and multinational market. And we have advised on some of the largest mergers and acquisitions within the ADG industry.

We are at the forefront in shaping antitrust policy in the ADG industry sector. One of our partners served on the U.S. Department of Defense's (DoD) antitrust task forces — advising the Pentagon on issues including DoD's relationships with antitrust enforcement agencies. We also have extensive experience on divestitures and mergers and acquisitions, including joint ventures under U.S. merger control laws, Hart-Scott-Rodino, EU merger rules, and merger control regimes worldwide.

A deep bench of broad antitrust experience

Our team has significant experience in all areas of antitrust counseling and compliance – including businesses that may have dominance concerns. We also master the intersection between antitrust, public procurement, and regulatory law, which is relevant for all major defense programs. And in the EU, we've been advising on the implementation of a competitive European defense procurement scheme for many years.

We also offer practical, commercially-focused advice and support, from dealing with ad hoc and day-to-day queries about arrangements with suppliers and customers – to working with you to develop and embed best practices, along with designing compliance audits, online courses, and providing face-to-face training.

Representative experience

- Advising Orbital ATK on its US\$9.2bn acquisition by Northrop Grumman.
- Advising Meggitt PLC in its acquisition of the advanced composites businesses (the “Businesses”) of Cobham plc for US\$200m in cash, involving the merger of businesses in the design, development, and production of highly engineered aerospace composite engine components, radomes, and complex secondary structures.
- Defending more than 25 DoD/DOJ/Federal Trade Commission (FTC) investigations of mergers and acquisitions in the defense industry. This includes transactions involving fighter aircraft, missiles, armored combat vehicles, submarines, destroyers, weapons, ammunition, communications (military and secure), and information technology.
- Advising a U.S. defense contractor on a multi-billion procurement project in cooperation with a European JV partner, including providing advice on negotiation with the German Ministry of Defence and BAANBw, public procurement, price law, and merger control aspects.
- Advising GenCorp Inc. as antitrust counsel on its US\$550m acquisition of Pratt & Whitney Rocketdyne from United Technologies Corporation.
- Representing Orbital Sciences Corporation in its merger with ATK, including handling the Second Request investigation by DOJ Antitrust Division.
- Advising the Organization for Economic Cooperation and Development on draft legislation implementing the EU Defence Procurement Directive in the Republic of Croatia.
- Assisting a leading global aerospace and defense company in obtaining U.S. and European antitrust clearance for a potential acquisition of a Maintenance, Repair, and Overhaul services provider for helicopter airframes and engines.
- Advising a major defense contractor on all of its acquisitions and other antitrust matters for more than 20 years. The work has involved several jurisdictions, including the U.S., UK, and Europe.
- Representing the German Association of the Defense Industry regarding the implementation of the EU Defense Procurement Directive.



Awards and Rankings

- Ranked as a ‘Global Elite’ antitrust and competition practice for the 8th year in a row, *GCR100 2018*
- Highly recognized antitrust practice by *Chambers and Legal 500, 2018*
- Band 1, Public Procurement, *Chambers UK, 2018*
- “They are an absolutely first-class and fantastic team, and user-friendly with it.” *Chambers UK, 2018*



Aerospace, Defense, and Government Services

Government Contracts Compliance

Compliance with U.S. Government contracting requirements

ADG companies that do business with the U.S. government face ongoing compliance challenges. And, the stakes are high. Penalties for non-compliance are severe, including criminal and civil liability, and exclusion from future contracting. Companies need assistance implementing suitable compliance programs, while being prepared to address evolving requirements.

Our team draws on a broad range of subject-matter knowledge and experience in all aspects of U.S. government contracting requirements. We have one of the largest government contracts practices of any law firm. We're ideally positioned to advise you on upcoming changes before they take effect –helping you minimize and manage risk.

We partner with new and experienced contractors to navigate the maze of compliance requirements and conduct comprehensive compliance reviews. At the same time, we provide timely guidance as specific questions arise. We're active in all major industry trade associations and often provide insights to government stakeholders on drafted and proposed legislative, as well as regulatory, initiatives.

We understand that requirements vary by contract based on numerous factors. These include the type of acquisition, the size of the contract and contractor, the source of funding, and whether performance requires a security clearance.

We also know that compliance has assumed even more prominence as the government continues to impose new requirements. Contractor ethics programs and internal controls, mandatory disclosure obligations, data security and cyber-incident reporting mandates, and supply chain assurance requirements – these are just some of the challenges you face.

According to Chambers 2017, clients commend the firm's "deep knowledge of federal contracting, exceptional client service and very high-quality work product. Whenever we call on Hogan, we know we will get top-drawer legal support."

Areas of focus

- Bid protest litigation
- Classified information and security clearance counseling and appeals
- Contract requests for equitable adjustments, claims, disputes (REAs)
- Cost accounting standards (CAS) and cost allowability
- Domestic preference and Buy American Laws
- False Claims Act (FCA, Qui Tam) and misconduct investigations
- Federal grants, cooperative agreements, other transaction agreements and sponsored research
- Federal Supply Schedule (FSS) procurement compliance
- Foreign sourcing and ownership restrictions
- Government rights in intellectual property
- Public Private Partnerships (PPPs)
- Subcontract agreements and litigation
- Termination settlements and appeals

Representative experience

- Counseling clients on the mandatory disclosure requirements and representing them in investigations.
- Working with a leading defense and aerospace company on cost-recovery issues rising from the government's termination for convenience of a classified contract valued in the hundreds of millions of dollars.
- Performing compliance gap assessments and helping to develop and right-size compliance policies, procedures, controls, and training.
- Counseling a defense contractor working with military agencies overseas in Iraq on legal issues dealing with contractor risk, including issues pertaining to the Defense Base Act and Status of Forces Agreement.
- Successfully convincing a federal judge to dismiss a US\$1bn FCA suit brought against our client, a multinational aircraft, aerospace, and defense company.
- Advising a major defense contractor on a series of DCAA audits, regarding the contractor's compliance with CAS.
- Advising a government contractor on export controls that restrict the disclosure of technical information to company employees and consultants who are foreign nationals.
- Advising a major U.S. technology company on avoiding potential legal, tax, and compliance issues related to its engagements on military base operations in Germany.
- Assisting numerous clients on a broad-range of issues related to the FSS program, including the effect of the Price Reductions Clause, necessary disclosures on the Commercial Sales Practices form, and how/when price increases may be taken on FSS contracts.
- Assisting several large manufacturers on the application of domestic-source restrictions, including procurement restrictions associated with the Trade Agreements Act and statutes/regulations pertaining to specialty metals.
- Securing a significant victory for a multinational aerospace and defense company in an FCA suit that alleged our client made false claims about its product's country of origin.
- Conducting an in-depth customs compliance assessment for a major jet aircraft manufacturer.



Awards and Rankings

- Band 1 for Public Procurement, *Chambers UK, 2017 and 2018*
- Highly Recognized Government Contracts Practice, *Legal 500 US and Chambers USA, 2017 and 2018*
- Government Contracts Firm of the Year, *Who's Who Legal, 2018*



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Aerospace, Defense, and Government Services

Bid Protest Litigation

Bid Protest Litigation

Bid protests are no longer rare for ADG companies selling goods and services to governments. They present unique challenges, even for established organizations. Disappointed bidders must wrestle with the prospect of filing suit. With tight deadlines, you need lawyers who understand your business and can defend your award, or challenge one — without delay

Our seasoned bid protest team can help navigate the procedural maze of filing or defending against a bid protest.

We're widely recognized for our depth of knowledge and experience. In the U.S., we regularly appear before the U.S. Government Accountability Office (GAO), the U.S. Court of Federal Claims, agency-level protest adjudicators, and state and local tribunals. Because of this, we're able to provide unique insight into their decision-making.

Our European team is equally familiar with the EU's Remedies Directives and other challenge procedures unique to European public procurements. Our rapport with agency personnel helps to effectively defend your interests in ways other lawyers can't match.

We recognize that your company's relationship with the government is paramount. And we take this into account when advising you on your options and in our manner when challenging agency action. We often find governments are receptive to complaints

that raise valid concerns about whether the decision-making was in the best interest of its mission or provided the best value to taxpayers.

We also deliver value when asked to defend agency actions on your behalf. In those situations, we use the bid protest process as an opportunity not only to secure a favorable result, but also to build goodwill between you and your customers. That's how we've built our strong reputation among agency counsel for working in concert with them to defend against protest allegations lodged by competitors.

Areas of focus

- GAO
- U.S. Court of Federal Claims
- U.S. Court of Appeals for the Federal Circuit
- Federal Aviation Administration's Office of Dispute Resolution for Acquisition
- Alternative dispute resolution
- EU Remedies Directives



Awards and Rankings

- Highly Recommended Government Contracts Practice – Tier 2, *Legal 500 US, 2017 and 2018*
- Highly Recommended Government Contracts Practice – Band 2, *Chambers Nationwide, 2017 and 2018*
- Government Contracts Firm of the Year, *Who's Who Legal, 2018*

Representative experience

- Successfully defending the Defense Information Systems Agency's award of a US\$4.6bn contract to our client, a prominent defense contractor, to operate and service the Department of Defense's (DoD) Global Information Grid.
- Successfully moving for preliminary injunction at the U.S. Court of Federal Claims to enjoin corrective action instituted by Army as a result of 21 bid protests filed at GAO and preserved client's contract award
- Successfully defending a bid protest filed at the U.S. Court of Federal Claims involving the Air Force's award of a contract to our client to operate one of the largest defense and aerospace testing centers in the world.
- Successfully defending a challenge of a multibillion dollar award to our client to manufacture and supply military helicopters.
- Assisting one of the largest U.S. defense contractors in lodging three separate GAO protests challenging the award of a contract to provide complex training and support services to the U.S. Army National Guard valued at more than US\$100m. We ultimately negotiated the relief the client requested.
- Successfully protested Army's award of contract for reconnaissance systems in Afghanistan; protest led to corrective action and award to client.
- Successfully prosecuting GAO bid protests on behalf of a prominent intelligence-support contractor challenging task orders the U.S. Army awarded to the client's competitor for services.
- Successfully prosecuting a bid protest challenging the award of a US\$300m+ contract to provide support services to the U.S. Army in Afghanistan.
- Successfully protesting the U.S. Special Operation Command's award of a Special Operations Forces Information Technology Enterprise Contract task order valued over US\$700m to a client's competitor. Our work resulted in the agency taking corrective action and making a new award decision.
- Successfully defending and reaffirming our client's award against incumbent contractor's five separate bid protests filed against the Army in awarding our client, a prominent information technology and services provider, a US\$142m contract to maintain the Army's general fund enterprise business system.
- Securing a motion to dismiss a bid protest filed at the GAO involving the Air Force's award of a five-year contract for the supply of borescopes.
- Successfully defending a bid protest awarded by the DoD for a US\$400m medical equipment supply contract for the Defense Logistics Agency.
- Successfully defending a bid protest filed against a client at the GAO regarding the Defense Health Agency's award of a US\$200m contract to provide global telemedicine services for military health beneficiaries.
- Assisting a major government and commercial services company in the judicial proceedings before the Administrative Court for the challenge of the award of the tender procedure for the supply and maintenance of the IT services of Agenzia Spaziale Italiana.
- Assisting a global satellite communications company in litigation against discriminatory tender procedures of the German defense procurement agency, BAAN.





Aerospace, Defense, and Government Services

Government claims and disputes litigation

Government claims and disputes litigation

Government agencies have become more aggressive against contractors, imposing constructive changes, denying change orders, withholding payment, and terminating contracts for default. The U.S. government is increasingly asserting affirmative claims against its contractors, especially against firms selling on a cost-reimbursement basis. This aggression is placing some contractors in precarious financial situations.

Our DG litigators are experienced in the unique aspects of litigating procurement claims and disputes against government agencies. Many of our lawyers have spent years in government service and can utilize that experience to benefit your organization. We have experience navigating the complex regulatory framework where the intersection of business and government requires an integrated strategy.

Our team often litigates before the U.S. Court of Federal Claims, Armed Services Board of Contract Appeals, Civilian Agency Board of Contract Appeals, and other administrative

boards. And we actively participate in the relevant bar associations.

We understand that your company's financial forecasts assume governments will be reliable contracting partners. Our global claims and disputes practice helps to make that assumption a reality, helping your business to navigate and grow through these

Areas of focus

- Boards of Contract Appeals
- U.S. Court of Federal Claims
- U.S. Court of Appeals for the Federal Circuit
- European tribunals



Awards and Rankings

- Ranked third on the GIR30, Global Investigations Review, 2017

Representative experience

- Representing leading U.S. government contractors regarding appeals of Cost Accounting Standards, non-compliance determinations, and cost disallowances by defense and civilian government agencies.
- Assisting a leading aerospace manufacturer in mediating a subcontract termination between the prime contractor and the U.S. Air Force for a multimillion dollar aircraft program.
- Defending a multimillion dollar government claim against a leading construction, engineering, and infrastructure company relating to a nuclear waste facility construction project, which resulted in a favorable settlement.
- Helping a leading defense company in negotiating a US\$100m+ settlement relating to a termination for convenience proposal.
- Representing a government services provider in litigation for multimillion dollar nonpayment of services rendered.
- Representing a client in the prosecution of an appeal of a denied claim against the U.S. Army for an improper unilateral reduction of price.
- Representing a state information technology agency in dispute with one of the largest defense contractors over claimed breaches exceeding US\$2billion for management of statewide IT resources.
- Successfully securing a motion in federal court to migrate a dispute between our client, a global helicopter manufacturer, and an international aircraft maintenance company to arbitration.
- Representing an international information technology company in an appeal before the Armed Services Board of Contract Appeals.
- Representing a manufacturer of space, defense, and aviation-related systems in a dispute with a commercial space company to dissolve a joint venture between the firms.





Aerospace, Defense, and Government Services

International trade and economic sanctions

International trade and economic sanctions

ADG companies are especially affected by global export control requirements, with laws increasingly important in efforts to protect national security. Complex controls, greater enforcement, and higher penalties make it critical for international companies to have effective export compliance and understand the constantly evolving regulations.

We are at the forefront of virtually all cutting-edge export control issues, including counseling on the impact of export control reform in the highly regulated ADG industry. Our teams solve intricate problems at the intersection of export controls and economic sanctions; keeping pace with how this affects emerging ADG technologies, such as drones, satellites, and artificial intelligence.

We have extensive experience working with the agencies that implement sanctions regimes. And we can advise you on how to comply with these respective bodies. We know which of your global affiliates, officers, and employees are required to comply. We understand how the choice of corporate and governance structures can affect the degree to which you are impacted by the sanctions regimes.

Some programs are far-reaching – prohibiting virtually all transactions with the sanctioned country or entity. Others are more narrowly tailored. Various U.S. programs apply to foreign subsidiaries of U.S.-based companies. Rules can also apply to non-U.S. companies that deal in domestic-origin goods, software, or technology. The substantive provisions of these programs can change suddenly with little or no advance notice.

Failure to analyze and comply with requirements can lead to costly production and shipping delays, intrusive government

investigations, significant penalties, and negative publicity.

By maintaining regular contact with the departments that administer and enforce U.S. and EU export control laws, we are able to keep you informed of new developments. And we offer counsel in designing compliance programs to minimize the impact of these laws on your businesses.

We'll help you to reduce your sanctions risk by assessing compliance programs and recommending operational changes. Our teams can secure licenses that permit you to enter transactions that would otherwise be prohibited by sanctions regulations. And if you need assistance navigating through voluntary disclosures and penalty assessments if under scrutiny, we're on hand to offer much-needed support.

Our team combines experienced private practitioners with former federal government officials. And we deliver a broad scope of service. We're effective in seamlessly addressing issues across multiple jurisdictions in key offices such as Brussels, London, Paris, Munich, Moscow, Singapore, Australia, Rome, Beijing, and Washington, D.C.

If you need support, we can guide you through the complex maze of global control regulations, many of which differ by county and region.

Areas of focus

- Commodity jurisdiction and classification
- Compliance plans and training
- De minimis rules
- Encryption controls
- Enforcement proceedings
- Export Administration Regulations (EAR)
- Fundamental research
- Internal investigations
- International Traffic in Arms Regulations (ITAR)
- Licensing
- Non-U.S. export controls
- Nuclear export controls
- Re-export transactions

Representative experience

- Assisting ADG companies in classifying commodities, technology, and software under ITAR and EAR. Seeking licenses and formal classification rulings from the U.S. Departments of Commerce and State as necessary.
- Assisting U.S. and European companies with trade compliance and internal compliance investigations and voluntary self-disclosures with U.S. and EU agencies.
- Providing training to a global aerospace company regarding compliance with export controls and anti-boycott laws.
- Assisting SES, a satellite operator, in assessing EU export control risks in the provision of international satellite communication services.
- Helping secure a license for a temporary export for a science experiment on a NASA flight for Columbia University.
- Assisting an EU subsidiary of a U.S. aerospace manufacturer on exports of civilian-certified aircraft parts that are listed as defense items.
- Assisting an EU aircraft manufacturer to redesign its export control manuals with questions relating to the export of dual-use items.
- Assisting nuclear companies with obtaining authorizations from the Department of Energy to transfer nuclear technology and provide services in China, India, and the UAE.
- Carrying out EU export control due diligence for a Dutch company active in the military defense industry ahead of a potential acquisition by a Canadian defense company.
- Advising a leading defense company on establishing a process to reclassify items pursuant to regulatory changes under U.S. Export Control Reform.
- Advising a leading technology company on the export controls issues related to the development of an unmanned aerial vehicle.



Awards and Rankings

- Winner, Export Controls Law Firm of the Year-USA, *WorldECR Awards, 2018*
- Tier 1 for International Trade, *The Legal 500, 2017 and 2018*
- Band 1 for International Trade, *Chambers USA, 2017 and 2018*
- Leading International Trade Practice, *Chambers USA and Legal 500 US, 2017 and 2018*





Aerospace, Defense, and Government Services

Investigations, White Collar, and Fraud

Investigations, White Collar, and Fraud

Multinationals face increasing challenges from anti-corruption legislation. The growth of global regulation has coincided with greater enforcement in the U.S., Europe, and internationally. ADG corporations face investigations for failing to comply with complex regulations or might fall victims to fraud and require assistance recovering assets.

Our global footprint and industry experience enable us to handle the most complex and internationally far-reaching matters. Our ADG lawyers collaborate with our regulatory teams to provide you with the best possible blend of proactive and risk-mitigating service.

We use our extensive experience to offer you compliance counselling. And, our dedicated international teams can move quickly to locate and freeze assets that were fraudulently conveyed, wherever they may be located.

Investigations of ADG corporations relating to bribery, corruption, and other issues often involve multiple countries. The United States Foreign Corrupt Practices Act has been on the books since 1977. The United Kingdom's Bribery Act was passed in 2010. Notable reforms have also recently been made in other countries including Brazil, China, Mexico, Russia, and Spain.

Our teams manage investigations – initiated by governments and by clients – efficiently and cost-effectively, while minimizing the impact on your business. We strive to secure the best outcome without a trial. And when that's not been possible, our lawyers have tried and won hundreds of cases.

Our practice has been highly ranked by the American College of Trial Lawyers, Chambers USA, The Legal 500 and Super Lawyers. In the United Kingdom, we are consistently ranked as a Tier 1 practice in key legal directories, and our partners are recognized as leaders in anti-corruption and anti-bribery compliance.

Areas of focus

- Commodity jurisdiction and classification
- Compliance plans and training
- De minimis rules
- Encryption controls
- Export Administration Regulations (EAR)
- Fundamental research
- International Traffic in Arms Regulations (ITAR)
- Licensing
- Non-U.S. export controls
- Nuclear export controls
- Re-export transactions
- Technology transfers/deemed exports
- Voluntary disclosures and enforcement

Representative experience

- Defending a major defense contractor in a grand jury investigation regarding products and services supplied to the DOD.
- Representing a prominent European defense contractor in connection with an investigation by the DOJ relating to a competitor's allegations that the client improperly obtained its proposal information for a major Army contract. The investigation was closed without action.
- Aiding a major defense contractor in multiple investigations led by the DOJ regarding allegations of non-compliance with the Truth-in-Negotiations Act.
- Assisting a transport contractor in an investigation by the U.S. Attorney's Office in Missouri involving a contract with the U.S. Army Corps of Engineers.
- Counseling the unindicted second-in-command corporate officer of a company that had been indicted in the Southern District of New York in one of the largest criminal FCPA prosecutions.
- Advising the global subsidiary operations of a major U.S. defense contractor in all aspects of an investigation of activities.
- Performing internal investigations in more than three dozen countries on five continents. Managing subsequent interactions and negotiations with U.S. government investigating authorities.
- Representing a leading defense contractor against whistleblower allegations that the company intentionally supplied non-compliant military equipment.



Awards and Rankings

- Ranked third on the GIR30, *Global Investigations Review, 2017*





Aerospace, Defense, and Government Services

Commercial litigation

Commercial litigation

ADG companies are expanding globally – becoming exposed to diverse supply chains and buyers. Disputes can arise under laws that differ starkly from the company’s base. We offer knowledgeable industry support, plus the experience and capability to handle disputes effectively – no matter where they arise.

We bring unparalleled industry knowledge to our representation. Given the depth of our transactional experience, working day-to-day on the front lines of business, we clearly understand your goals. We look beyond tactical skirmishes to see your strategic concerns. Delivering results that help protect and promote your long-term business success.

We handle a comprehensive array of commercial litigation for ADG clients. This includes cases involving contracts and subcontracts, joint ventures, and teaming agreements. We can also offer support with M&A, supply chain, antitrust, intellectual property, class actions, real estate, labor and employment, tax disputes, and more.

With more than 700 litigation lawyers in nearly 50 offices worldwide, our practice is one of the world’s largest – both in size and breadth of experience. We fully leverage our global capabilities, bringing the right knowledge

at every stage of a dispute or litigation. This approach helps us keep many matters out of court altogether, and enables us to win when litigation can’t be avoided.

Areas of focus

- Antitrust
- Class actions
- Contracts and subcontracts
- Intellectual property
- Joint ventures
- Labor and employment
- Mergers and acquisitions
- Supply chain
- Tax disputes
- Teaming agreements

Representative experience

- Representing a prominent defense contractor against claims of trade secret misappropriation, breach of contract, tortious interference with contract, and related claims with respect to its unmanned aerial vehicle business.
- Representing an aviation component manufacturer on a commercial claim against an air carrier regarding the supply and maintenance of wheels and brakes.
- Representing an international aerospace supplier in a dispute with a major military supplier in AAA arbitration over bonus payments in connection with an asset purchase agreement.
- Representing a major insurer in a US\$300m International Chamber of Commerce (ICC) arbitration over a procurement contract for a telecommunications satellite.
- Representing a satellite communications company defending against multiple claims, including for breach of a teaming agreement.
- Assisting a market-leading aircraft manufacturer in a substantial dispute with a startup Indian freight carrier in connection with a contract for the supply of aircraft.
- Winning a US\$52m award for a satellite communications company in an international arbitration over a satellite launch contract.
- Obtaining voluntary dismissal of antitrust claims brought against a U.S. proxy company of an international satellite conglomerate.
- Assisting a leading company specializing in landing gear systems with an ICC arbitration regarding the termination of supply and service agreement.
- Assisting a Scandinavian aircraft component supplier with United Nations Commission on International Trade Law (UNCITRAL) arbitration against an Indian airline.
- Supporting investors in an Asian satellite venture against a government contracting party in two international arbitration claims relating to satellite orbital slots and spectrum allocation.



Awards and Rankings

- Band 1, Commercial and Corporate Litigation – London, *Chambers UK, 2018*





Aerospace, Defense, and Government Services

Products and
environmental
liability litigation

Products and environmental liability litigation

ADG companies push established boundaries with their innovative and groundbreaking products. These cutting-edge advances often come with unusually hazardous risks. While you manage these appropriately, accidents can still happen. That's when you need trusted advisors to protect your interests, financial stability, and reputation.

The landscape of products liability law for ADG companies that conduct business with the U.S. government is rapidly changing. While you might once have been able to rely on derivative sovereign immunity, that doctrine is increasingly under attack. And the costs of environmental cleanup from legacy aerospace and defense production is growing exponentially.

You can't always wait for your general litigator to get up to speed –you need lawyers who know your industry inside and out.

We're recognized leaders in defending products and third-party liability cases in the ADG industry. Prevention is the best medicine. That's why our teams regularly advise on how to avoid liability before cases are filed.

But when it's time to litigate, our lawyers fully understand your industry. We don't just write briefs and show up to court. We visit your facilities to understand what's involved in delivering your products.

We're especially adept at defending and advising on liability issues arising out of products delivered to the government. We have defended cases concerning government-purchased product mishaps, and have written and presented extensively on the subject.

We track the emerging law on derivative sovereign immunity, ensuring you get the best possible advice. Our environmental litigators are recognized worldwide for their leading work and advice. And they ensure you take full advantage of any governmental indemnification available for legacy environmental issues.

Areas of focus

- Commodity jurisdiction and classification
- Compliance plans and training
- De minimis rules
- Encryption controls
- Export Administration Regulations (EAR)
- Fundamental research
- International Traffic in Arms Regulations (ITAR)
- Licensing
- Non-U.S. export controls
- Nuclear export controls
- Re-export transactions
- Technology transfers/deemed exports
- Voluntary disclosures and enforcement

Representative experience

- Representing one of the world's largest satellite manufacturers in a €290m ICC arbitration in London against a Florida-based manufacturer.
- Assisting a leading aerospace company in monitoring criminal investigations commenced by Italian authorities in connection with two airport incidents.
- Representing a major aerospace company in connection with claims in CERCLA, response costs in the investigation, and cleanup of government military installations.
- Successfully defending an ADG contractor in a US\$100m+ toxic tort suit brought by a group of plaintiffs claiming cancer and cancer deaths from exposure to contamination from the company's rocket testing and manufacturing operations.
- Assisting a leading aerospace company on the potential risk of involvement in an Italian airport incident, the pending criminal proceedings, potential civil liabilities, and providing our affidavit in support of forum non conveniens motions in the litigation commenced in the U.S.
- Representing a U.S. aircraft leasing company in a UNCITRAL dispute against a Malaysian airline arising from the sale of an allegedly defective aircraft.
- Defending leading aircraft manufacturers in major air crash litigation, individual products liability matters, and commercial disputes.
- Successfully arguing on appeal for a leading U.S.-based government contractor in a case involving indemnification for liability for legacy environmental issues from World War II aircraft production.



Awards and Rankings

- Winner, Export Controls Law Firm of the Year-USA, WorldECR Awards, 2018
- Tier 1 for International Trade, The Legal 500, 2017 and 2018
- Band 1 for International Trade, Chambers USA, 2017 and 2018





Aerospace, Defense, and Government Services

EU public procurement

EU public procurement

EU procurement rules allow ADG corporations to compete for public sector, defense, and security contracts. They guarantee a fair and transparent process, providing a range of solutions when things go wrong. It's vital to understand the constraints the rules create and tailor bidding behavior accordingly.

We help you bid compliantly and successfully by navigating the complex EU rules. Our teams understand the interface between procurement legislation and commercial transactions, such as outsourcing and public private partnerships. We have a long history in defense and security procurement, having been involved since before the EU adopted specific regulations in 2009.

We counsel on the scope of the national security exemption, security of information, and supply concerns. And we offer advice on issues of market access for non-EU based bidders, offsets, export control, and subcontracting rules.

The EU regulations are also changing. New rules for the award of public and utility contracts and concessions are being implemented. These new laws involve some of the most significant changes of the last 20 years. EU regulations on the award of defense and security contracts, introduced in 2012, now require that such contracts be competitively bid. Our team stays up-to-date with evolving legislation to ensure that you can take full

We are truly pan-European – we can assist you with all of your procurement needs across

the continent. In addition, our Brussels team is well-versed in the procurement regime for EU institutions and other international bodies, including NATO and the ESA. We also handle complaints to the European Commission, and procurement litigation before the European Courts.

Areas of focus

- Commodity jurisdiction and classification
- Compliance plans and training
- De minimis rules
- Encryption controls
- Export Administration Regulations (EAR)
- Fundamental research
- International Traffic in Arms Regulations (ITAR)
- Licensing
- Non-U.S. export controls
- Nuclear export controls
- Re-export transactions
- Technology transfers/deemed exports
- Voluntary disclosures and enforcement

Representative experience

- Representing a multinational support services company in litigation before the English High Court in relation to the award of four contracts for repairs and maintenance work across the UK defense estate, as well as facilities management and construction projects with a total value of £4bn.
- Advising a European satellite operator in relation to the procurement of a military satellite for use by NATO forces.
- Representing a major British defense and aerospace group in relation to the legislative process leading to the adoption of EU Directive 2009/81 on Defense and Security Procurement.
- Representing a U.S.-based multinational defense and aerospace group in relation to the implementation of the EU Defense and Security Procurement Directive in the UK, Germany, France, and Italy, as well as in relation to procurements carried out by NATO.
- Representing a leading U.S.-based service provider on jurisdictional compliance requirements across the EU.
- Representing an EU-based defense contractor on the submission of an offer on procurement of military equipment by Poland's Ministry of National Defense.
- Representing a large UK-based defense contractor on the legislative procedure leading to the adoption of the EU Defense and Security Procurement Directive.
- Assisting a leading manufacturer of aerospace systems with the defense procurement regimes applicable in the UK, France, Germany, Italy, and those used by NATO agencies and bodies.



Awards and Rankings

- Band 1 for Public Procurement, *Chambers UK, 2017 and 2018*





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