

## **AGRIBUSINESS, FOOD PROCESSING AND DISTRIBUTION**

Our Agribusiness team counsels companies that grow, process and distribute food products. We advise clients throughout the production and distribution chain on all aspects of their operations: business and financial counseling, litigation and dispute resolution, regulation (including environmental and labor and employment matters), intellectual property protection, interstate transportation and product labeling and distribution law, and public policy advocacy.

Sheppard Mullin attorneys understand the unique concerns of the agribusiness and food industry and our team includes some of the firm's leading practitioners in corporate law, intellectual property law, employment and labor law, environmental issues, and public policy advocacy.

### **Our Clients**

Our clients represent the full spectrum of companies involved in agribusiness and food production, processing and distribution including:

- Food producers, including farms, dairies and cooperatives
- Processors of agricultural commodities including specialty processors of meat, poultry, vegetable and dairy products
- Distributors of alcoholic beverages (beer, wine and spirits), ethnic foods and other specialty food products, and wholesale distribution operations serving the grocery industry
- Manufacturers of equipment for the harvesting, processing and preservation of food products
- Restaurant management companies
- Providers of specialized industry services to the agribusiness and food industry
- Alternative fuel producers including Ethanol and biodiesel
- Chemical manufacturers, distributors and applicators

Sheppard Mullin has assembled a multi-disciplinary team that can assist agribusiness and food businesses and organizations with specialized operational, transactional or regulatory needs. Our attorneys also draw upon the firm-wide capabilities of colleagues in general legal and business practice areas to serve agribusiness and food clients of all kinds by providing the following activities and services.

### **Corporate**

Our corporate attorneys advise agribusiness and food companies on all their financial and operating needs, including business organization and structure, capital raising through public and private equity and debt, lending and commercial credit arrangements, compliance with securities law, and real estate transactions. We advise not only food product producers and processors, but also lenders and financial institutions, on even the most specialized business needs of the industry, including:

- Formation issues for start-ups such as venture capital, commercial agreements and intellectual property protection
- Domestic and international mergers and acquisitions
- Funded research and development agreements
- Licensing (in and out)
- Commodity and forward contracting
- Consolidation and vertical integration of production
- Consulting services agreements for food product developers
- Credit and bankruptcy counseling
- Federal and State income tax counseling
- Specialized financing and lending programs

### **Real Estate**

Sheppard Mullin has extensive experience in the representation of clients in real property purchase and sale

transactions. We negotiate and document real property acquisitions and dispositions, and assist our clients in conducting the "due diligence" investigations required for purchase and sale transactions. This work includes investigations regarding the environmental and physical condition of real property and improvements, lease review, comprehensive review of all related title, land use, zoning issues and contractual obligations, as well as many other specialized services such as liquor license transfers and Hart-Scott-Rodino filings.

We also have experience representing landlords and tenants in commercial leasing transactions. Our experience extends across the range of commercial real estate property types, including urban and suburban office, industrial park, shopping center, mixed use retail and special use research and development facilities. We also negotiate leases with the United States General Services Administration, as well as with many state and local government agencies. In addition, our lawyers have extensive experience counseling both landlords and tenants in connection with lease disputes and workouts, and we can draw upon the expertise of our litigation and bankruptcy practice groups as needed.

### **Environmental and Regulatory**

Our attorneys have advised clients ranging from agricultural producers and agricultural inputs providers to multi-national processors on environmental and regulatory concerns that affect operations, compliance and product distribution. We play an active role in environmental and regulatory due diligence and counseling for business transactions. Our firm has handled product recall matters, environmental and regulatory compliance matters, and all manner of matters affecting the livestock, fruits and vegetables, and beverage industries.

### **Intellectual Property**

Sheppard Mullin's tradition of intellectual property law excellence serves agribusiness and food clients with customized guidance in the areas of patent prosecution and trademark protection. We draw on the firm's experience with all aspects of patent prosecution, including conducting patent searches, conducting patentability analyses, preparing patent applications, and prosecuting patent applications to allowance. We also conduct infringement analyses, prepare non-infringement and patent invalidity opinions, and counsel regarding non-infringing designs as they relate to food industry products and production equipment.

### **Labor and Employment**

Sheppard Mullin's nationwide labor and employment practice provides employment counseling, proactive labor law strategy, and aggressive litigation defense. We help companies with their most specialized concerns, including:

- Alleged wage and hour law violations
- Immigration law compliance
- Alleged employment discrimination and wrongful discharge claims
- Maintaining a work environment free of third-party interference
- Compliance with specialized laws governing agricultural labor practices

### **Litigation**

Sheppard Mullin represents numerous food industry clients, in commercial disputes and litigation that ranges from labor and employment claims to controversies under commodities and price protection programs to product liability defense. In response to the explosion of litigation over food safety (involving allegations of carcinogens in soda, e-coli outbreaks and "mad cow" disease), and food advertising and labeling, our attorneys consistently use a thorough understanding of the rules regarding expert testimony to protect our clients from pseudoscientific allegations and attack the claims of plaintiffs' experts, while presenting our own effective defense. We also proactively help food industry clients manage product liability exposure through management of contract terms and conditions, warning labels and instructions, document retention policies, and effective insurance evaluations.

### **Wholesale Trade and Distribution**

We assist clients with intellectual property and marketing services, such as trademark and copyright counsel, merchandising and licensing agreements, product placements, claims clearance and defense, and advice on sponsorship and naming rights. Food industry distributors are subject to multiple layers of governmental regulation, and Sheppard Mullin attorneys provide effective guidance on product distribution law, including such issues as Uniform Commercial Code compliance, exclusive dealing, antitrust issues, consumer protection, product safety, and distributor and sales representative termination. We also defend wholesaler interests in other commercial disputes and labor and employment matters.