



One Firm WorldwideSM



AIRLINES & AVIATION INDUSTRY

A vibrant aviation industry is a cornerstone of our global economy. Yet this regulated industry confronts new and complex legal issues every day, across borders and countries. With more than 2,500 lawyers in 38 offices around the globe, Jones Day provides innovative legal services to the aviation, airline, aerospace, and defense industries in every major discipline, in virtually every major market of the world. Our “One Firm” culture and our commitment to client service mean our clients reap the benefit of interdisciplinary teams who—regardless of location worldwide—are aligned with client needs.

SUBSTANTIAL EXPERIENCE ACROSS PRACTICE AREAS

Jones Day lawyers possess a keen knowledge of current market and industry practices and regularly advise clients on governmental aviation regulation, aviation litigation, aircraft finance, cross-border tax

leasing, aircraft operating leasing, aircraft portfolio acquisitions and dispositions, airline mergers and acquisitions, restructurings (in court and out of court), sales and purchases of debt or equity positions in aircraft leverage leases, tax, business aviation, and more. We have significant experience in a wide range of international aviation transactions, and our clients include airlines, banks and financial institutions, private equity funds, leasing companies, financiers, equity participants, arrangers, and manufacturers. Many of our practices and individual lawyers have been recognized as leaders in their fields.

ANTITRUST & COMPETITION

- Antitrust implications of business combinations, alliances, joint ventures, and strategic partnerships.
- Defense of class-action antitrust litigation involving international and U.S.-based airlines.

- Government investigations of alleged cartel activity.
- Advice concerning passenger reward programs.
- The competitive impact of M&A transactions involving airlines and the aviation industry.
- Conditions of access to airport facilities under the essential facilities doctrine.
- EU State aid cases concerning establishment of airports.
- Antitrust implications of changes in the compensation of travel agents.

AVIATION FINANCE

- Operating and leveraged lease transactions, including structuring cross-border tax leasing transactions, wet leasing arrangements, and domestic leveraged lease transactions.
- Employment of financing techniques such as secured and unsecured lending, equipment trusts, EETCs, sale/leasebacks, and synthetic leases.
- New financing structures for international cross-border transactions for a wide variety of clients, including commercial aircraft leasing companies and private equity funds.
- Development of capital market products for aviation assets, including portfolio securitizations.
- Securitization of airline receivables.
- Distressed aviation and airline matters (including aircraft finance restructurings of leases, loans, leveraged leases, equipment trusts, and EETC financings), aircraft foreclosures, preparing proof of claims, pursuing lease and tax indemnity claims, and advising with respect to bankruptcy claims trading.
- Financing aspects of airport and airline privatizations, industry-related mergers and acquisitions, and restructurings and reorganizations, including terminal and ancillary facility construction and expansion.

AVIATION LITIGATION

- Multidistrict and multijurisdictional litigation arising from commercial aircraft accidents.
- Aviation product liability.
- Accident-site investigations and interaction with government authorities.
- International arbitrations and ADR.
- Defense of air carrier claims under the Warsaw and Montreal Conventions.

- Defense of passenger claims for delays, flight cancellations, and overbooking.
- Litigation involving airports and seizure of airplanes in airline bankruptcies.
- Air carrier litigation involving slot allocation, transfer, and trading.

AVIATION REGULATION

- Government contract and international trade matters.
- Administrative proceedings and hearings before international and U.S. (state and federal) government agencies, including civil aviation authorities.
- Airline regulation, international alliance, and “open skies” matters.
- Airline security legislation.
- Operation permits for aircraft, airlines, and airports.
- In-house flight department regulation, structure, and safety.
- Reorganization of air traffic control under the Single European Sky initiative.
- Regulation of passenger rights and air carrier conditions of carriage in Europe and the U.S.
- Transfer of passenger data between the EU and the U.S.
- Implications of bilateral and multilateral air traffic agreements, including the EU-U.S. Air Transport Agreement.
- Regulation of airport charges and access to airports and services in Europe.

COMMERCIAL AIRCRAFT ACQUISITION SERVICES

- Purchase and sale of new and used aircraft.
- Structuring of aircraft ownership and operations through corporate, trust, and special investment vehicles.
- Modification of aircraft, including passenger-to-freighter conversions, installation of “hush kits,” and modification of aircraft interiors.
- Purchase, sale, and creation of security interests in gates and slots.
- Resolution of issues pertaining to title, ownership, trusts and trustees, foreclosures, citizenship, aircraft registration (including the Cape Town Convention and International Registry), transportation of hazardous materials, hangar construction/safety lien releases, and mechanics’ liens.
- Preparing and negotiating aircraft servicing and maintenance agreements.

BUSINESS AVIATION SERVICES

- Arrangements with Part 135 air taxi/charter operators, personal use by executives, and Part 91 regulatory compliance issues.
- Purchase, sale, and financing issues.
- Wet and dry leasing.
- Time-share agreements.
- Aircraft management/operation and maintenance agreements.
- Ownership/use structuring, interior build-outs/modifications, and fractional ownership.
- Jet cards and pre-purchase of block charter time.
- Negotiating and interpreting aviation insurance and risk management policies.

BUSINESS RESTRUCTURING & REORGANIZATION

- Representation of international and domestic airlines and regional carriers, creditors, and other aviation-industry players.
- All aspects of domestic and transnational reorganization, restructuring, and bankruptcy proceedings.
- Claims trading and claims litigation.

MERGERS & ACQUISITIONS

- Sale and acquisition of airlines and aviation-industry companies, including aircraft-component manufacturers.
- Airline-related joint ventures and related internet technology transactions.
- Airline privatizations and bankruptcy buyouts.
- Treatment of air traffic rights and landing slots in airline mergers.

TAX

- Responding to complex and constantly evolving tax laws around the world.
- Dealing with tax officials at all levels and across national borders, in areas including tax-structured aircraft acquisition, lease finance, cross-border structures, and tax-exempt bond issuances, as well as tax audits and controversies.
- Sales, use, and property taxes applicable to aircraft and federal excise taxes applicable to air transportation.
- State and local tax issues.

CONSTRUCTION

- Expansion of international and domestic terminal facilities.
- Terminal redevelopment projects.
- International airport and airport-terminal construction projects in Australia, the Philippines, Saudi Arabia, Thailand, and Turkey.
- International arbitrations involving construction disputes in the U.S., Asia, and Europe.

ENVIRONMENTAL

- Environmental statutes and state programs.
- Emissions-trading and carbon-trading schemes, including U.N. ICAO initiatives.
- Environmental treaty initiatives in the U.S. and the EU.
- Suits by private plaintiffs and state attorneys general alleging violations of environmental laws.
- Aircraft noise regulation and night-flight restrictions of airports.

INTELLECTUAL PROPERTY

- Issues involving aircraft and avionics systems, including guidance and terrain recognition systems.
- Issues connected with electronic airline ticketing.

LABOR & EMPLOYMENT

- Counseling on employee restructurings.
- Arbitrations concerning pilot layoffs.
- Strike and Presidential Emergency Board advice to airlines.
- Litigation opposing strike activities involving airline employee work groups.
- Defense of airlines and aviation-industry clients in employment discrimination actions.
- Railway Labor Act litigation, complex arbitrations, and collective bargaining on behalf of major U.S. airlines.

ADDITIONAL INFORMATION

For more information on our Airlines & Aviation Industry practice, please contact one of the lawyers listed herein or visit www.jonesday.com.

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JONES DAY GLOBAL LOCATIONS

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BEIJING

BOSTON

BRUSSELS

CHICAGO

CLEVELAND

COLUMBUS

DALLAS

DUBAI

DÜSSELDORF

FRANKFURT

HONG KONG

HOUSTON

IRVINE

JEDDAH

LONDON

LOS ANGELES

MADRID

MEXICO CITY

MILAN

MOSCOW

MUNICH

NEW DELHI

NEW YORK

PARIS

PITTSBURGH

RIYADH

SAN DIEGO

SAN FRANCISCO

SÃO PAULO

SHANGHAI

SILICON VALLEY

SINGAPORE

SYDNEY

TAIPEI

TOKYO

WASHINGTON