

TROY

840 West Long Lake Rd.
Suite 150
Troy, Michigan 48098
T: +1.248.267.3317
O: +1.248.879.2000
F: +1.248.879.2001

QATAR

Miller Canfield International PLLC -
QFC Branch, Licensed by the
Qatar Financial Centre Authority
(QFC No. 00746)
Al Fardan Towers, 9th Floor, Office
903
PO Box 31316
West Bay Area, Doha, Qatar
O: +974.4410.1583
F: +974.4410.1500

WASHINGTON, D.C.

2001 K Street, N.W.
Suite 1125 South Tower
Washington, D.C. 20006
O: +1.202.572.6150
F: +1.202.572.6151

gustavus@millercanfield.com

Services

Intellectual Property
Corporate and Transactions
 Corporate, Securities and
 Commercial Transactions
 Startups and Venture Capital
 Mergers and Acquisitions
International
 Customs and Import Compliance
 Doing Business in the United
 States
 Export Controls and Sanctions
 India
 International Sales and
 Commercial Transactions
 Qatar



Joseph D. Gustavus

Principal

Joe is a corporate attorney and leads the firm's Export Controls and Sanctions Practice Group, representing multinational clients and clients in the automotive, defense, aerospace, software and information technology sectors.

Joe serves as lead counsel on both domestic and international acquisitions and commercial transactions, corporate governance and with building, demonstrating, and protecting the value of their intellectual property rights.

His efforts at negotiating successful transactions for clients in these sectors and counseling them on International Traffic in Arms Regulations (ITAR), Export Administration Regulations (EAR), and other export control compliance issues have won praise and yielded longstanding client relationships for Miller Canfield. He has served as an attorney in Europe and speaks fluent German. He is also a Certified Public Accountant.

Legal Expertise

Export Control Compliance

As Leader of Miller Canfield's Export Controls Group, Joe represents multinational clients on export of defense and other national security technologies from the United States. He counsels clients on ITAR, EAR, and other export control compliance issues and assists clients with controlled asset identification and classification, commodity jurisdiction requests, implementation of export control compliance programs, export license applications, drafting of government-approved TAAs, MLAs, other export control-compliant collaboration agreements, performing export control audits and rendering benchmark reports, performing

Joseph D. Gustavus

Industries

Aerospace and Defense
Automotive
Higher Education
Next Generation Vehicles and
Mobility

Education

Wayne State University Law
School, J.D., 1996
Michigan State University, B.A.
1989

Bar Admissions

District of Columbia
Michigan

Court Admissions

United States District Court
• Eastern District of Michigan

Languages

German

export control due diligence on acquisition targets, drafting Export Control Manuals and Technology Control Plans, drafting voluntary disclosures on export control violations, and employment of foreign nationals subject to export controls.

Mergers, Acquisitions, and Divestitures

Joe conducts, negotiates, and consummates international acquisition and divestiture transactions throughout North America, Europe, Southeast Asia, and South America. He is distinguished for his representation of clients on foreign company acquisitions of U.S. companies possessing controlled technologies, whereby aspects of the acquisition may require approval by (1) the Directorate of Defense Trade Controls (DDTC) under ITAR export controls, (2) the Bureau of Industry and Security (BIS) under EAR export controls, (3) the Defense Counterintelligence and Security Agency (DCSA) for U.S. target facilities with U.S. security clearance under the Foreign Ownership, Control or Influence (FOCI) provisions of NISPOM, and (4) the Committee on Foreign Investment in the United States (CFIUS) under U.S. foreign investment laws (Exon-Florio, FINSIA). He is also known for his representation of venture capital and private equity funds in the acquisition and divestiture of portfolio companies possessing automotive, defense, aerospace, software, IT and other controlled technologies and/or having operations located abroad.

Industry Concentration

Representation of U.S., German, Japanese and Pan-European Multinational Companies; International Business Establishment

Joe represents and assists German, Japanese and other foreign clients with the establishment of a presence in the North American market and U.S., German, Japanese and other foreign clients with the establishment of a presence abroad through business acquisition, subsidiary formation, joint venture, technology licensure, distribution or sales agent relationships.

Automotive

As a Member of Miller Canfield's Automotive Group, Joe represents automotive supplier companies in mergers, acquisitions and divestitures and in the negotiation and drafting of component supply and technology development agreements with their automotive OEM and Tier 1 customers. Among other accomplishments, he has successfully facilitated repeated engagements with foreign and domestic automotive customers to supply automotive embedded software, Electronic

Joseph D. Gustavus

Control Units (ECUs), development and system modeling software, production control and automatic conveying systems and powertrain, emissions and vehicle subsystem test equipment.

Software and IT

Represents software and IT companies, including the following matters:

- Mergers, acquisitions and divestitures;
- Export control compliance; and
- Drafting and negotiation of customer and developer agreements to facilitate development, implementation, licensure and maintenance of software technology.

His approach is to work with a client to tailor an optimized agreement structure and then assist with its successful deployment with individual customers. The existence of customer-required deviations from the standard is well recognized. He counsels on the risks posed by the customer-requested changes, enabling the client to quantify and weigh the risks against transactional benefits. The resultant goals are to:

- Match License Scope with Fee Models
- Acceptance through Predefined Objective Acceptance Criteria and Processes
- Safeguard and Preserve Intellectual Property Rights
- Define and Circumscribe Warranty Obligations
- Delineate Support and Maintenance Obligations
- Minimize Liability Exposure
- Promote and Accelerate Revenue Recognition under Statement of Position (SOP) 97-2 and Related Guidance

Defense and Aerospace

Represents defense and aerospace companies, including the following matters:

- Mergers, acquisitions and divestitures
- Complying with export controls
- Negotiating government contracts and construing and complying with Federal Acquisition Regulations (FARs), Defense Federal Acquisition Regulation System (DFARS), and other U.S. government procurement regulations
- Filing and pursuing government bid protests
- Asserting and preserving intellectual property rights against the government