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BELGIUM

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Since the creation of Lydian in 2001, the Corporate & Finance department has known a constant growth, in which the year 2010 constitutes – to our feeling – a culminating point. The department has gone from strength to strength this year with a series of major instructions in high profile cases and with the arrival of Patrick della Faille, who now co-manages the department with Peter De Ryck, head of the Corporate & Finance department.

Underpinned by the expertise of its partners and fee earners and their excellent knowledge of the local market and legal constraints, our thorough and responsive service and a work approach firmly grounded on City and Wall Street standards, our practice has consolidated the name which it made for itself over the last few years, including in that tier of the market that is normally reserved for

major Belgian and Anglo-Saxon firms. It indeed was again seriously involved in significant lower and upper top tier M&A and capital markets deals, both cross border and local. We have been busy on a significant amount of M&A matters as well as on a number of truly first class banking and finance cases, as well as on acquisition financing.

Peter De Ryck is one of the best known transactional lawyers in Belgium and Tom Geudens is a recognized finance expert. Our Corporate & Finance Department includes a total of 15 fee earners, including 2 Partners, 1 Counsel and 4 Senior Associates. The Department covers the broad range of Belgian corporate, M&A, acquisition finance, joint ventures, Private Equity, Belgian merger control, banking and finance work and assists clients in connection with both national and cross border transactions both private and public.

We are unquestionably one of the leading IP litigation firms in Belgium, headed by Annick Mottet Haugaard. Our practice encompasses the full range of services regarding the various IP rights (mainly trademark, design, copyrights and patent) both in contentious and non contentious matters. We are particularly well known for our fight against counterfeiting. In this area, we are the leading Belgium firm acting for more than 90 trademark owners, in their every-day fight against counterfeiting in Belgium, through border measures, civil or criminal actions. Annick is supported by a very strong team of 4 dedicated associates giving one of the strongest IP practices in Belgium.

Short description of our clients

Assisting SMI and Eckert & Ziegler AG in relation to their mandatory take-over bid on International Brachytherapy SA (IBt), listed on Euronext Brussels. This work included the representation of SMI before the Court of Appeal of Brussels in what was considered a groundbreaking court case and the first case under the new Belgian Takeover Legislation (and which was widely commented on in the Belgian press) and with the preparation and filing of take-over prospectus with the CBFA (value in excess of EUR 40,000,000).

Continuing to assist ING Real Estate with acquisitions in 2009 including the finalisation of the acquisition of the real estate portfolio of the Weerts Logistic and Transport Group near Liège Airport (including 7 logistics buildings and 2 buildings under construction – value in excess of EUR 80,000,000).

Assisting Georgsmarienhütte with the acquisition of Ellwood Steel Belgium (ESB) (value in excess of EUR 50,000,000).

Assisting Hill & Smith Holding plc and its subsidiary Vista BVBA, which controls companies in several European countries and the US and which is active in the field of galvanisation, with a complex restructuring project resulting in the sale of its Belgian, Dutch and German operations.

Assisting Warehouse Estate Building to raise €30 m through a public offering on Euronext Brussels.

Assisting Citigroup and Barclays Bank PLC in relation to a € 60 m revolving credit facility being secured by assets of InterXion Holding and some of its subsidiaries across multiple jurisdictions, including advising Citigroup, Bank of America Merrill Lynch, Credit Suisse, Barclays Capital and ING Bank, as initial purchasers in connection with InterXion Holding N.V's €200 million bond offering.

Assisting Deutsche Bank, London, in respect of a € 500 m multi-currency revolving Structured Commodity Trade Finance Credit Facility to Nyrstar. Nyrstar is a leading global multi-metals business, producing significant quantities of zinc and lead as well as other products such as silver, gold, and copper, and is listed on Euronext Brussels.

Assisting International Paper in relation to its EUR 200,000,000 ABCP trade receivables securitization program arranged by Société Générale.

Continuously advising the Johnson & Johnson Corp. notably on its EU applications for customs surveillance (including negotiations with the customs authorities regarding the use of the Drug Validation Portal developed by Johnson & Johnson).

Continuously assisting Chopard & Cie SA, the famous Swiss Watch and Jewels manufacturer, in respect to the Benelux aspect of its worldwide litigation against ACI Brescia, the organiser of the reputed old car competition in Italy, Mille Miglia. We represent the company in the opposition proceedings before the Benelux Office for Intellectual Property and launch proceedings for forclusion of trademark rights before the commercial court of Brussels. A settlement has been recently reached and the case should be withdrawn in the coming months.

Assisting Dexia Insurance Belgium nv in a dispute against the Academy of Motion Pictures Arts and Sciences relating to the use by our client of their “oscar” trademark registered for insurance services.. We obtained a positive decision as all claims of the Academy of Motion pictures Arts and Sciences were rejected. The latter lodged an appeal. This case involves several interesting aspects on the protection of well known trademarks and on the dilution of trademarks.

Assisting Guccio Gucci Spa, in its every day fight against counterfeiting, including customs intervention, seizure description, and interim proceedings. We also assist the company in numerous opposition procedures before the Benelux Office for Intellectual Property in order to protect its trademarks rights.

Assisting CooperSurgical in a dispute relating to a license agreement in view of the commercialisation in the US of two patented medical devices. We obtained a very satisfactory judgment on 30 April 2010 and are now representing the company in the appeal proceedings.

Peter De Ryck

Peter De Ryck is the head of the Corporate & Finance department. Peter was described by the Belgian financial press as a ‘heavyweight’. Energetic and enterprising in his approach, De Ryck has built up an impressive list of achievements over a short period. He has supervised several large mergers and acquisitions, acted frequently for Belgian and foreign private equity houses and venture capitalists and was a member of the team that assisted Belgacom with its listing on Euronext. Peter's move to Lydian in 2007 was reported on in very favourable terms in the leading Belgian financial press and Peter is recommended in numerous legal guides such as Chambers, Legal 500, PLC and IFLR. He has published a series of articles on Private Equity, including recently the Belgian part of Getting the Deal Through, Private Equity (2010 ed.), the Belgian part in GLG Corporate Recovery and Insolvency (ed. 2010) as well as an article in IFLR Insolvency and Restructuring 2010. He is also the co-author of Going Public - a handbook on initial public offerings (IPO) in Belgium. He has spoken at various seminars on corporate issues (e.g. corporate restructurings, insolvency; director's liability, due diligence, employee incentive schemes, etc...). He is a member of the European Venture Capital Association (EVCA), the Belgian Venturing Association (BVA) and the Flemish

Management Association (VMA). Peter lived in New York and London and a large part of his education was in English.

Patrick della Faille

Patrick della Faille graduated with a degree in Law at the Université Catholique de Louvain (UCL) in 1992 and earned a Master's in Corporate Law at the IAG-UCL and subsequently a diploma from the Belgian Association of Financial Analysts. He started his career with Loeff Claeys Verbeke (now Allen & Overy) in the Corporate and Tax department and, in 2000, founded Arvensia, an online business in the grain industry. Della Faille is specialised in financial markets, chiefly in equity capital markets, mergers and acquisitions, and private equity. He has advised clients from a broad range of sectors, including green energy, financial services, transport, high-tech and the food industry. Previously, Della Faille was senior associate at Nauta Dutilh and partner at Liedekerke Wolters Waelbroeck & Kirkpatrick.

Tom Geudens

Tom Geudens worked at Laun, a Brussels boutique law firm specialised in finance, where he was a partner, having previously been at the forefront of the finance practice of Altius. He is widely regarded as one of the best up-and-coming finance and transactional lawyers in Belgium. Tom specialises in leveraged/acquisition finance, project finance, asset finance, structured finance, commodity & export finance and real estate finance. In addition, he has exceptional expertise with regard to capital markets, financial services, restructuring, insolvency and corporate finance. He uses this expertise for the benefit of Belgian and international clients who include financial institutions, investors and companies.

Annick Mottet Haugaard

Annick Mottet Haugaard has an international stature, which is confirmed by her recent appointment as President of ECTA (European Communities Trade mark Association). She is frequently interviewed by the foreign press and is regularly invited to speak at international conferences (she has been recently invited by the ASIPI Association to speak on Coexistence agreements; she will notably chair a workshop at the Pan European IP Summit in Brussels in December 2010 and a ECTA - WIPO round table in London in February 2011). She has been also recently appointed member of the Belgian Council for Intellectual Property, which advises the Belgian Minister on all related IP issues. All reputed legal guides recommend her. She acts for numerous prestigious international companies and is praised by clients for her "*great technical expertise, in-depth advice, proactive manner and top organisational skills.*" She has solid experience in litigation and negotiations, including with authorities. She joined Lydian in 2006, after having worked for Stibbe law firm as from 1990 (as a partner from 2000). Graduated with a degree in law in 1987 from the University of Liège, she also has a Postgraduate diploma in Advanced European Studies at the College of Europe in Bruges.

Lydian Lawyers is an International Friend of The Harmonie Group.

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D'Arcy & Deacon LLP – Corporate and Commercial Law

Our firm prides itself in providing competent, timely and effective business and commercial services primarily to small and medium sized businesses. We provide advice to these clients in a variety of areas, including but not limited to:

- purchases of assets and shares
- sales of assets and shares;
- financing (with banks, credit unions and other lenders);
- contracts;
- leases;

- franchises;
- mortgages;
- loan agreements;
- construction agreements; and
- development agreements.

Providing clear and concise answers to our commercial clients' concerns are of the utmost importance to D'Arcy & Deacon LLP. Additionally, We also proudly provide counsel to credit unions, chartered banks and other lenders on matters relating to the services they provide to businesses and individuals. We understand the services such lenders are willing to provide to their clients and we work with both lenders and borrowers to ensure a mutually satisfactory resolution to their business dealings.

Roger D. Gripp

Mr. Gripp is a partner with the firm and is one of the firm's three managing partners. He practises in the areas of corporate and commercial, intellectual property, electronic commerce, technology, transportation and telecommunications law. Mr. Gripp's practice encompasses many small businesses and entrepreneurs as well as large national and international corporations.

Mr. Gripp's corporate and commercial law practice and experience have involved him in such areas as acquisitions, dispositions and financing in business and real estate transactions, franchising, incorporations, corporate reorganizations and amalgamations and limited partnership investment structures. Mr. Gripp is a registered trade-mark agent. His intellectual property practice and experience extends to all areas of trade-mark and copyright law on behalf of authors, publishers, artists and businesses. His technology and electronic commerce law practice and experience have involved him in software licensing, acquisitions and dispositions, internet site and service agreements, as well as electronic bill payment and financial service provider agreements and structures. Mr. Gripp's transportation practice and experience cover a broad range of cases, particularly involving truck and bus licensing applications and oppositions, freight claims and cross-border issues, as well as acquisitions and dispositions of operating authorities and transportation businesses.

Mr. Gripp has participated in numerous business and transportation related seminars, and he has been a lecturer for the University of Manitoba Faculty of Law and Red River Community College Adult Education Department. He has appeared in all levels of Court in Manitoba and before various Administrative Tribunals, including the Manitoba Motor Transport Board, the Taxi-cab Board, the Manitoba Labour Board, and the Canadian International Trade Tribunal.

Roger Gripp provides legal services through Roger Gripp Law Corporation.

EDUCATION

- University of Manitoba Bachelor of Arts, 1984
- University of Manitoba Bachelor of Laws, 1987
- Call to the Manitoba Bar, 1988

PROFESSIONAL AFFILIATIONS

- Registered Trade-mark Agent, Canadian Intellectual Property Office
- Member, Canadian Bar Association
- Member, Manitoba Bar Association
- Fellow, American College of Mortgage Attorneys

PRACTICE AREAS

- Administrative and Regulatory Law
- Corporate and Commercial Law
- Entertainment and Media Law
- Intellectual Property Law
- Municipal Law
- Real Estate Law
- Technology Law
- Transportation Law
- Wills and Estates Law

Michael Willcock

Mr. Willcock is immediate past chair of the firm's Management Committee. Mr. Willcock practices business law and is involved in corporate and commercial transactions, commercial leasing and real estate. He also practices in the areas of healthcare law, wills and estates and municipal law and serves as counsel to a number of healthcare related institutions. Mr. Willcock was born in Montreal, Quebec.

EDUCATION

- University of Manitoba Bachelor of Science, 1974
- University of Manitoba Bachelor of Laws, 1978
- Called to the Manitoba Bar, 1979

PROFESSIONAL AFFILIATIONS

- Member, Manitoba Bar Association
- Member, Canadian Bar Association
- Sessional Lecturer, University of Manitoba Law School, Solicitors' Transactions Course (1997 to 2001)
- Seminar Leader, Corporate and Commercial Transactions Segment of the Law Society of Manitoba's Bar Admissions Course (1996 to 2005)
- Participant in Free Legal Advice Clinic for Law Day, Manitoba Bar Association

PRACTICE AREAS

- Corporate and Commercial Law
- Health Law
- Intellectual Property Law
- Municipal Law
- Real Estate Law
- Wills and Estates Law

Jonathan L. Goldenberg

Mr. Goldenberg articulated with D'Arcy & Deacon and has been associated with the firm since receiving his Call to the Bar in 1998.

Mr. Goldenberg's practice primarily involves the field of commercial law, with specific focus on commercial transactions, corporate finance, leasing, real estate, wills and estates.

EDUCATION

- University of Manitoba Bachelor of Arts with Distinction, 1994
- Osgoode Hall (Toronto) Faculty of Law, 1997
- Call to the Manitoba Bar, 1998

PROFESSIONAL AFFILIATIONS

- Member, Estate Planning Council of Manitoba
- Member, Manitoba Bar Association
- Member, Canadian Bar Association
- Sessional Instructor, The University of Manitoba Solicitors' Transactions Course (2002 - 2007)
- Sessional Instructor, The University of Manitoba Commercial Law (2007-2008)
- Learning Group Facilitator, Manitoba CPLED Program 2004-2005
- Presenter, Advanced Real Estate Transactions for Support Staff for the Law Society of Manitoba

PRACTICE AREAS

- Agricultural Law
- Corporate and Commercial Law
- Intellectual Property Law
- Pharmaceutical Law
- Real Estate Law
- Technology Law
- Wills and Estates Law

Paul W. Barsy

Mr. Barsy joined D'Arcy & Deacon LLP as an associate in September, 2008. He practices corporate and commercial law and is involved primarily in corporate and commercial acquisitions, divestures, financing, leasing and real estate.

Prior to attending law school he received his Bachelor of Arts (Honours) from the University of Manitoba, majoring in Political Studies and was named to the Dean's Honours List in 2003.

Throughout his academic career Mr. Barsy maintained diverse interests and affiliations; from representing Manitoba in provincial rugby, to working at the Manitoba Legislative Assembly.

In his spare time Mr. Barsy enjoys reading, travelling and playing hockey and rugby.

EDUCATION

- University of Manitoba, Bachelor of Arts (Honours) – 2004
- University of Manitoba, Bachelor of Laws – 2007

- Called to the Manitoba Bar – 2008

PRACTICE AREAS

- Corporate and Commercial Law
- Real Estate Law
- Agricultural Law
- Municipal Law

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Experience & Excellence

Our bilingual firm offers full legal services in the fields of Litigation and Business Law, providing expertise and experience gained through many years of practice, careful planning and strategic acquisition of legal talent. We strive to provide efficient, cost-effective legal services, maintaining the highest standards of our profession, in working to obtain the results and to provide the service our clients deserve. Bingham takes the team approach when tackling legal matters, matching the best professional to each aspect of a case, always putting our clients' best interests first.

Everyone at Bingham Law lives, works and plays in the Greater Moncton area and appreciates the importance of community. As such, you'll find many members of the firm serve on boards and are

involved with charitable organizations, church groups, fraternal organizations, economic development agencies and sporting groups.

Business Law Group

With over 40 years of experience in the field of Business Law, the lawyers in our Business Law Practice Group carry on the Firm's tradition of providing the highest level of commitment and expertise to our business clients. While our emphasis is placed upon local New Brunswick businesses, we are often called upon as preferred counsel for clients from across Canada. We are proud to provide bilingual service to our clients based upon our extensive experience in the following fields of law: Corporate and Commercial, Insolvency and Bankruptcy, Commercial and Residential Real Estate, Corporate reorganizations and estate planning, Mergers and Acquisitions and Employment.

W. Ross Bingham, Q.C., B.Comm., LL.B.

A New Brunswick Bar member since 1968 and a Nova Scotia Bar member since 1969, Ross practices primarily in the fields of Corporate, Commercial, Wills and Trusts, and Real Estate Law.

Ross is a member and Past-President of the Moncton Barrister's Society, and is a member of the Law Society of New Brunswick. Ross received a Bachelor of Commerce with a major in Accounting from Dalhousie University in 1964. He obtained his law degree from Dalhousie University in 1967.

John W. MacLennan, p.c.B.Sc., LL.B.

A New Brunswick Bar member since 1978, John practices primarily in the fields of Corporate and Commercial Law, Real Estate Law, Wills and Estate Planning and Debtor and Creditor Law. He joined Bingham Law in 1987.

John is a current member of the Law Society of New Brunswick, the Canadian Bar Association and the Moncton Area Lawyers' Association. John is also Past-President of the Moncton Barristers' Society and the current solicitor for the Greater Moncton Real Estate Board.

John received a Bachelor of Science with a major in Biology and a minor in Chemistry from Mount Allison University in 1974. He obtained his law degree from the University of New Brunswick in 1978.

A. Kent Robinson, B.A., LL.B.

A New Brunswick Bar member since 1978, Kent practices primarily in the fields of Corporate and Commercial Law, Real Estate Law and Wills and Estate Planning. He has been practicing with Bingham Law and its predecessor Rideout & Robinson since 1979.

Kent is Past-President of the Moncton West Liberal Association, Past-President of the Moncton Area Lawyers' Association, Past-President of the Greater Moncton Chamber of Commerce, Past-Chairman of the Real Property Subsection of the Canadian Bar Association, Past-Chairman of the Greater Moncton Economic Commission, Former Instructor at the Real Estate Agents Licensing Course for the New Brunswick Real Estate Association, Past-President of the Moncton Gun Club and Former Chairman of the Boards of the Greater Moncton Chamber of Commerce, and the Greater Moncton Economic Commission. He is a past Chairman of the Board of the Greater Moncton International Airport Authority, Instructor at the New Brunswick Law Society of New

Brunswick Bar Admission Course in Corporate Law, and is a past Chair of the Codiac Regional Policing Authority. He has also been and remains a member of the Moncton Rotary Club since 1982, the Moncton Gun Club since 1989.

Kent graduated Magna Cum Laude from St. Mary's University in 1975 with a Bachelor of Arts with concentration in English and Philosophy. He attended law school as a Beaverbrook Scholar and obtained his law degree from the University of New Brunswick in 1978.

Constance E. Gammon-MacLennan, B.A., LL.B.

A New Brunswick Bar member since 1977, Connie practices primarily in the fields of Corporate and Commercial Law, and Wills and Estate Planning. She joined Bingham Law in 1987.

Connie is a current member of the Law Society of New Brunswick, the Canadian Bar Association and the Moncton Area Lawyers' Association.

Connie received a Bachelor of Arts (Honours) with a major in Psychology and a minor in Sociology from Mount Allison University in 1974. She obtained her law degree from the University of New Brunswick in 1977.

Jeffrey R. F. Delaney, B.A., LL.B.

A member of the New Brunswick Bar since 1988, Jeff moved to Moncton in 1989, after completing his articles in Campbellton, N.B. He has developed a practice in Construction Law and Insolvency, as well as Commercial Litigation, Property and Wills and Estates. He joined Bingham Law in 2007.

Jeff served for a number of years on the New Brunswick Council of the Canadian Bar Association and was chairman of its Construction Law Subsection. He also served on the Continuing Legal Education Committee. Jeff is a member of the Moncton Northeast Construction Assoc. and has provided several presentations and seminars on its behalf. He is a Past-President of the Moncton City Club and has been involved with the Duke of Edinburgh Awards, Block Parent Assoc. and Crimestoppers.

Jeff received his Bachelor of Arts in 1984 and his law degree in 1987, both from the University of New Brunswick. He is the father of a young family and, in what little time remains, enjoys hockey and salmon fishing.

Kelsey D. Bingham, B.A., LL.B.

Kelsey received her undergraduate degree in Honours Translation from the University of Ottawa before obtaining her law degree from the Université de Moncton in 1999. A member of the New Brunswick Bar since 2000, Kelsey focuses on commercial real estate and financing, personal property security, corporate reorganizations, leases, contracts, employment law, and Wills and trusts. Kelsey practices in both English and French.

Kelsey is a member of the Law Society of New Brunswick, the Moncton Area Lawyers' Association, the Association des juristes d'expression française du Nouveau Brunswick and the Canadian Bar Association, New Brunswick Branch. She served on council for the Law Society of New Brunswick from 2002-2006 and serves on the Canadian Bar Association (NB Branch) Continuing Legal Education Committee. Kelsey is also involved in the community as a Commissioner for the Greater Moncton Planning District Commission, a member of the Moncton Rotary Club, as a board

member for Family and Early Childhood Inc., an early intervention non profit organization, and as a Council member for Central United Church.

Brian Hunt, B.B.A., LL.B.

A New Brunswick Bar member since 2001, Brian practices primarily in the fields of Corporate / Commercial and Real Estate Law. He joined Bingham Law in January 2008 and is fluently bilingual.

Brian is a member of the Law Society of New Brunswick, the Moncton Area Lawyer's Association, the Canadian Bar Association and the Association des juristes d'expression française du Nouveau-Brunswick.

Brian received a Bachelor in Business Administration with a concentration in Management from the Université de Moncton in 1997. He received his law degree from the Université de Moncton in 2000.

Nadine Brideau-Breau, B.A., LL.B.

A New Brunswick Bar member since 2006, Nadine practices in the areas of Corporate / Commercial, Bankruptcy and Insolvency and Real Estate. She joined Bingham Law in the fall of 2009 and is fluently bilingual. During her practice, she has appeared in Provincial Court in the Court of Queen's Bench (Trial Division and Family Division). She has also appeared in court as an Agent for Public Prosecution Services of Canada.

Nadine is a member of the Law Society of New Brunswick, the Canadian Bar Association, the Moncton Area Lawyers' Association, and the Association des juristes d'expression française du Nouveau-Brunswick.

Nadine received a Bachelor of Arts (Honours) in Translation from the Université de Moncton in 2002 and her law degree from the Université de Moncton in 2005.

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Darren D. O'Keefe

Mr. O'Keefe is an associate of the firm practicing primarily in the areas of Corporate and Commercial Law, Construction Law, Residential and Commercial Real Estate and Banking and

Finance. Mr. O'Keefe holds a Bachelor of Laws Degree from the University of New Brunswick, and a Bachelor of Civil Laws Degree with Honours from the National University of Ireland.

Prior to joining Benson•Myles, Mr. O'Keefe worked with a large commercial law firm in the Republic of Ireland concentrating on general Corporate and Commercial Law, Municipal Law and Real Estate.

Mr. O'Keefe is a member of the Law Society of Newfoundland and Labrador, the Canadian Bar Association, and the New York State Bar Association. Mr. O'Keefe is a current director of the Canadian Home Builders Association, Eastern Newfoundland and Labrador, and a current executive board member of Junior Achievement® Newfoundland and Labrador. Mr. O'Keefe is also actively involved with the Newfoundland and Labrador Oil & Gas Industries Association and the Rotary Club of St. John's.

In addition to providing advice on corporate and commercial matters, Mr. O'Keefe also routinely provides litigation advice to land developers, real estate firms, and small to medium sized corporate clients on matters related to their businesses.

Beth A. Sheppard

Beth Anne Sheppard is an associate with the firm and was admitted to the Newfoundland and Labrador Bar in 2007. Ms. Sheppard graduated from Dalhousie University with a Bachelor of Laws degree in 2006. Prior to that, she completed a Bachelor of Arts degree in Linguistics in 2003 from Memorial University and was a recipient of the university medal for academic excellence.

Ms. Sheppard is a member of the Canadian Institute of Mining, Metallurgy and Petroleum, the Law Society of Newfoundland and Labrador and the Canadian Bar Association. She also volunteers as a legal advisor at the Canada/Newfoundland and Labrador Business Service Center.

Ms. Sheppard's preferred areas of practice include general Corporate and Commercial Law, Banking and Secured Financing, Residential and Commercial Real Estate and Wills and Estates.

JEFFREY P. BENSON, Q.C.

Mr. Benson obtained his bachelor of arts degree from Memorial University, in St. John's, Newfoundland and Labrador, Canada in 1976 and obtained his law degree (LL.B.) from Dalhousie University in Halifax, Nova Scotia, Canada in 1979.

A LEXPERT® leading practitioner in corporate/commercial law, a LawDay© leading lawyer in banking and finance, listed in The Best Lawyers in Canada® and as its regional corporate lawyer of the year for 2010, Mr. Benson is principally active in the corporate and commercial field and routinely advises on banking and secured financing, securities, mergers and acquisitions, health law, administrative law and related litigation. He is lead provincial counsel for a statutory federal banking agency and a major national trust and insurance corporation, and is Newfoundland counsel to a wide range of national and international corporations involved in various fields of endeavour, including the health care, manufacturing, transportation, communications and petrochemical industries. He has also held directorships on the board of Fishery Products International Limited, a Newfoundland and Labrador based public company, and a number of closely-held corporations involved in a variety of industries.

Mr. Benson is a director in the firm Benson•Myles, named as a Top 10 Law Firm in Atlantic Canada by Canadian Lawyer magazine since 2005, and is the former chair and a current member of its management committee.

Mr. Benson is also very active in the professional organizations governing the practice of law. He is currently chair of the Board of Governors of the Law Foundation of Newfoundland and Labrador. He is a former President of the Law Society of Newfoundland and Labrador, has chaired the Law Society's Advisory Council, complaints authorization committee, unauthorized practice committee and Law Society Act and rules committee, and has lectured on corporate and commercial law at its annual bar admissions course. Mr. Benson has served as a member of the Canadian Bar Association's gender/equality committee and as the Newfoundland and Labrador Branch National Executive nominee. He has also served the Ministry of Justice and Attorney General of Canada Judicial Advisory Committee and the Government of Newfoundland and Labrador Legal Appointments Board.

Mr. Benson has presented papers and lectures to various professional organizations on corporate and commercial law, health law issues, taxation issues, and in particular the implementation of the federal Goods and Services Tax, officers and directors liabilities and estate planning.

ONTARIO

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Our Business Law practice focuses on all aspects of corporate/commercial and securities law, with a particular emphasis on lending transactions, mergers and acquisitions, private equity transactions as well as corporate finance and public markets transactions. Our experience includes handling matters of all sizes; from significant and complex transactions involving blue chip and institutional businesses to smaller transactions involving owner operated companies and junior public issuers. In addition to acting for clients on domestic matters, we also have vast experience in representing our clients internationally on various multi-jurisdictional transactions. Our lawyers have been involved in Corporate Finance, Capital Markets and Corporate/Commercial transactions in the United States, Mexico, England, Ireland, China, Vietnam, Italy, Spain, Portugal, Germany, Finland, Sweden, Kazakhstan, South Africa and Zimbabwe.

We also have considerable depth and experience representing new-economy companies at various stages of their development and growth in connection with stockholder arrangements, debt and equity financings, licensing and distribution arrangements, corporate governance matters and public listings.

We also have particular expertise in listing high-growth US companies on the TSX Venture Exchange and we have worked closely with the Toronto Stock Exchange and TSX Venture Exchange on structuring the listing of US companies in Canada. Among the transactions worked on, our lawyers were involved in the going-public transaction and TSX Venture listing of Virginia based Catch The Wind Inc. This was the first ever “Dot S” issuer to be listed on the TSX Venture Exchange.

Another area of our expertise is working with publicly listed mining companies and we have acted for clients in connection with public financings as well as the negotiation and drafting of commercial mining agreements (joint venture, option, purchase and sale, royalty and other mining-related agreements). Our lawyers have been involved with numerous going public transactions and stock exchange listings for mining companies and have advised such companies as Jaguar Mining, Inter-Citic Minerals, Aurelian Gold, U308, Eastmain Mines, Continental Minerals and CIC Mining Resources.

In addition to our capital markets practice, we also act for private companies, owner/operators and family run businesses on a wide array of corporate commercial matters. These include business formation (including shareholder, partnership and joint venture agreements), succession planning and exit strategies, corporate reorganizations, equity/debt financings, share and asset acquisitions, divestitures and dispositions.

The following is representative list of some of the transactions our lawyers have been involved in:

Large Transactions

Acted for the Lead Arranger in connection Telecom Italia’s €2 Billion MTN Program, which was the first ever securitization of telecom receivables on a revolving basis. This transaction was awarded “*Best Securitization of European Assets*” by Structured Finance International.

Acted for the monoline insurer in connection with the BBC’s £813 Million Lease and Lease-Back Securitization. This transaction securitized television license receivables to finance the construction of the BBC’s Broadcast Centre in London. Corporate Finance Magazine awarded the transaction “Deal of the Year” in 2003.

Acted for the Lead Arranger in connection with BUPA Hospitals £450 Million Whole Business Securitization. This transaction was the first ever whole business securitization of a private hospital.

Acted as counsel to Merrill Lynch as Lead Underwriter in connection with Brookfield Properties Corporation \$1.14 Billion MJDS Public Offering of Common Shares.

Acted as Canadian counsel to Brookfield Properties Corporation in connection with its \$8.9 Billion Acquisition of Trizec Properties, Inc.

Acted as counsel to TELUS Corporation in connection with its short-form shelf prospectus public offering \$500 Million of Unsecured Notes.

Small/Mid Sized Transactions

Acted for Chesswood Income Fund in connection with the conversion of Cars4U.com Ltd to an income trust, its initial public offering which raised \$57.8 Million and its acquisition of a US based equipment leasing company, Pawnee Leasing.

Acted for GEMS Capital Limited Partnership II in connection with a \$10 million private placement offering of Limited Partnership units

Acted as Canadian counsel to US based Dynacap Global Capital Fund II, LP in connection with an offering in Canada of Limited Partnership Interests.

Acted for Airline Intelligence Inc. in connection with an offering of approximately \$3.5 million of debt securities.

Acted as lender's counsel for merchant bank, GC-Global Capital Corp. (TSXV:GDE-A), in connection with a \$1 million secured loan to Cantronic Systems Inc. (TSXV:CTS).

Acted for Mitomics Inc. as borrower's counsel in connection with a \$1 million loan from Northern Ontario Heritage Fund Corporation.

Acted for iseemedia Inc. (TSXV:IEE) in connection with a short form public offering raising gross proceeds of \$9.2 Million.

Acted for iseemedia Inc. (TSXV:IEE) in connection with a private placement of common shares brokered by Northern Securities Inc. for gross proceeds of \$2.7 million.

Acted for iseemedia Inc. (TSXV:IEE) in connection the Take-Over Bid made by UK based Synchronica plc and in connection with a concurrent \$7.13 million private placement financing

Acted for Global Integrated Solutions Inc. in connection with its acquisition of an interest in Luxury Life Brands Inc., the exclusive Canadian distributor and licensee of Ed Hardy brand apparel.

Acted for Connex See Service Inc. in connection with a \$1.5 million sale of assets to Niagara Regional Broadband Network.

Acted for White Radio LP in connection with a \$3.1 Million sale of substantially all of its assets to US based Hutton Communications Inc.

Acted as Canadian counsel to CIC Mining Resources Ltd. in connection with its admission to the AIM Market of the London Stock Exchange

QUEBEC

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RSS is a mid-sized, full service law firm located in Montreal, Quebec. Its attorneys are dedicated to professional excellence, personal and high quality service and effective, solution-oriented advocacy. Clients are served in both French and English.

RSS attorneys possess a broad range of legal expertise and are committed to providing experienced, versatile and practical legal counsel. Virtually all areas of law are covered including business, litigation, taxation, insurance, transportation, employment law, real estate, mergers and acquisitions, corporate and insolvency. Our approach is simple, direct and uncompromising. We are tenacious in the pursuit of our clients' interests and focus on providing the best possible service in a quick, efficient and cost-effective manner.

Meeting client's legal and business needs is a priority. We are highly attentive and committed to providing a common sense, skilled approach to problem solving. To that end, we do not merely respond – we anticipate; we are not passive but proactive.

RSS has been a part of the Montreal business community since the firm's inception in 1921. Members of the firm have always been held in the highest esteem by both the legal and business community.

The RSS Business Law Group

RSS knows that its clients are committed to creating thriving and enduring business organizations. To succeed, they require accurate information, judicious forward-thinking counsel and quick and effective solutions that fuse innovation with pragmatism. In essence, they require impact.

RSS thrives on aligning itself to those very goals to meet its clients' needs. The business law practice group makes available to its clients a dynamic team that utilizes core competencies, solid legal knowledge and extensive business experience. It influences its clients' businesses in precise, constructive and innovative ways. RSS strives to provide leadership, value-added service and impeccable judgment because it recognizes that, at the end of the day, what is important to its clients is what in fact gets done.

Set out below is a brief description of the areas of practice of a few of the RSS Business Law lawyers.

Herbert Z. Pinchuk

Herb is Chair of the firm's Business Law Practice Group. His main practice areas include mergers and acquisitions, real estate transactions, franchising, banking law, and restructuring. He advises senior management of both public and private corporations.

Herb is a facilitator, a deal maker. Finding creative and often simple solutions to complex issues is his forte. He excels in defining strategy, in negotiating and in helping the parties to any transaction to find common grounds of understanding to seemingly irreconcilable positions.

Eric Boulva

Eric's practice is primarily focused on mergers and acquisitions, corporate finance, real estate transactions, franchise law and insolvency.

Eric enjoys working on complex transactions where he excels in streamlining the process; you can count on him to always see the forest from the trees. His strong business background helps him understand intricate business and tax issues. His ability to focus on key-issues, to draft clear and concise agreements and to bottom line complex matters allows him to efficiently close multi-faceted transactions.

Sharon Druker

Sharon practices commercial and corporate law and supervises the firm's Corporate Services Department.

Her practice areas include mergers and acquisitions, acquisitions, corporate financing (through debt and equity) of businesses and other commercial transactions. Her clients include individuals,

partnerships and corporations of all sizes doing business in Quebec, Canada, the United States, and abroad.

Over the course of her career, Sharon has received many awards. She was named, in 2004, 2006 and 2008 in the Canadian editions of "Women in the Lead - The Directory of Canadian women qualified to sit on the boards".

In addition, she was the recipient of the 2006 Award of Excellence from Career Women Interaction and the 2010 Recognition Award from the Association of Financial Women of Québec.

Geneviève Goulet

Geneviève advises private businesses on commercial matters such as purchase and sale transactions, private financing and shareholders relationships. Her experience covers a range of businesses and industries including the information technology industry. Her clients recognize her ability to find simple solutions to complicated situations. She is often consulted by them when making important and strategic decisions.

She is a member of the Canadian IT Law Association and of the Board of Trade of Metropolitan Montreal.

Location

SASKATCHEWAN

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BUSINESS LAW / COMMERCIAL LAW

McDougall Gauley LLP is a recognized leader in Saskatchewan business law. We provide a complete range of legal advice and services to our business clients. We act for sole proprietors, partnerships, joint ventures, local, national and international corporations, and for local and national co-operatives and other related organizations. The firm provides advice to our clients in all areas of business including commercial transactions, acquisitions (share and asset) and due diligence, mergers, business affiliations, corporate restructuring, commercial leasing, financing, and regulatory approval

and compliance. We have extensive experience and clientele in the business of manufacturing products and are involved in the sale of products through a dealer or franchisee distribution network. We advise on all matters related to wholesale and retail financing. We repeatedly act as Saskatchewan counsel to national Canadian law firms in respect of national and international transactions.

David J. McKeague, Q.C.

Practice Areas:

Business Law / Commercial Law
Commercial Real Estate & Development
Corporate Finance & Securities
Corporate Law & Governance
Manufacturers, Distributors & Franchisors
Wills, Estates & Trusts

David's practice focuses primarily on the development of business structures, corporate reorganizations, corporate and commercial law, and public offerings of securities. He provides advice in commercial financing/secured transactions, commercial real estate developments, corporate organizations and business structures, corporate reorganizations, amalgamations, private placements and public offerings of securities. He assists financial institutions in the realization process in relation to commercial and farming enterprises.

Professional

"Best Lawyers in Canada" - Banking Law, Corporate Law, 2006-2011
Appointed Queen's Counsel, 1989
Partner, 1977
Admitted to the Saskatchewan Bar, 1974

Education

Bachelor of Laws, 1973, University of Saskatchewan
Advanced Bachelor of Arts, 1973, University of Saskatchewan
Bachelor of Arts, 1970, University of Saskatchewan

Michael W. Milani, Q.C.

Practice Areas:

Banking & Financial Institutions
Bankruptcy, Insolvency, Receivership
& Debt Recovery
Business Law / Commercial Law
Corporate Finance & Securities
Oil & Gas, Natural Resources & Energy Law

Michael has a varied commercial practice, with a particular emphasis on banking law, secured transactions, insolvency and financial restructuring (including related litigation).

He has acted as lead counsel in lending and insolvency matters originating in Saskatchewan, and in national transactions involving the province. He regularly advises financing institutions with respect to lending and enforcement policies, as well as acting for a variety of lenders.

Michael has been named in the annual Lexpert Guide to the Leading 500 Lawyers in Canada by LEXPERT in one or more of the areas of Banking and Financial Institutions, Corporate Commercial Law and Insolvency & Financial Restructuring in each year from 1999 to 2007.

He is Past President of the Federation of Law Societies of Canada, which is the national coordinating body of Canada's 14 law societies, regulating 95,000 lawyers and 3,500 Quebec notaries.

Professional

"Best Lawyers in Canada" - Banking Law, Corporate and Commercial Litigation, Corporate Law, Insolvency and Financial Restructuring, Natural Resources Law
2006-2011

Appointed Queen's Counsel, 2001

Partner, 1985 (Executive Committee Member)

Admitted to the Saskatchewan Bar, 1981

Education

Bachelor of Laws, 1980, University of Saskatchewan

ENGLAND

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Partner
Head of the Corporate Group
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Davies Arnold Cooper has specialist corporate lawyers in the UK, Spain and Mexico. The London office provides a full international corporate service, including advising on domestic and cross-border acquisitions, disposals and joint ventures. The team has specialist expertise in corporate finance, private equity, capital markets, flotations, funds structuring, outsourcing, intellectual property, data protection and commercial agreements. The team works closely with the Davies Arnold Cooper tax, real estate and employment teams. It includes fluent Spanish, German, and Hebrew speakers and has a particular reputation in advising recruitment, media and entertainment companies.

Davies Arnold Cooper's UK corporate team advises leading organizations across a number of industries. Clients include:

- DHL, the leading global logistics supplier, including advising them in their role as one of the three partners in the King's Cross Redevelopment in London (Europe's largest Urban Regeneration Project)
- The Go-Ahead Group: one of the UK's leading providers of passenger transport services and a FTSE 250 company
- Arab Investments - a sponsor of high value Real Estate developments particularly in the City of London, including the Pinnacle Tower.
- Hamilton Bradshaw - the private equity firm of James Caan (from BBC Dragon's Den)
- Edge Performance VCT plc, the entertainment corporate finance boutique
- Ultimate Finance Group Plc, the AIM listed invoice discounting company
- Digital Window, the award-winning UK affiliate marketing network

Mr. Ian Brent

Mr. Brent is Head of Corporate Practice at Davies Arnold Cooper. He specializes in private and public M&A, with particular focus on recruitment and entertainment companies. Mr. Brent read law at Cambridge University and trained at Freshfields. Prior to joining Davies Arnold Cooper he was head of Halliwells' London Corporate Team and was described by Legal 500 as "the team's best known lawyer". He was part of the team which won AIM Law Firm of the Year. He holds the Corporate Finance qualification of the Institute of Chartered Accountants, and is regularly asked to contribute as an expert to business and legal publications. Examples of articles to which he has contributed include: Global Finance's report on M&A activity in India and China and Making Money's 'Lessons for SMEs to learn from the Recession'.

Davies Arnold Cooper is an International Member of The Harmonie Group.

MEXICO

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Davies Arnold Cooper has specialist corporate lawyers in Spain, UK and Mexico. Mexico's team provides a full international corporate service, advising on domestic and cross-border commercial transactions, joint ventures, mergers, acquisitions, corporate finance and capital markets, private equity, banking and finance, regulatory matters, procurement and outsourcing, restructurings and reorganizations, corporate structuring of real estate transactions, debt refinancing, debt recovery and corporate tax.

Consistent with the strong Hispanic practice of the firm, Davies Arnold Cooper's' Mexican office advises Mexican clients on their domestic and overseas matters and clients from Spain, USA, Chile, Brazil and Colombia on their interests in México .

The corporate team also provides litigation services for corporate issues and advises on intellectual property, employment, competition and data protection.

We advise on corporate, commercial and regulatory matters in the following sectors:

Technology companies, pharmaceutical, banks and financial companies, broker agencies, venture capital companies, real estate developers, SICAVs and insurance and reinsurance companies from Mexico, USA, Spain, Chile, Brazil and Colombia and American,.

Mr. Jose Luis Arce Fernandez

Jose Luis Arce is based in our Mexico office. He specializes in corporate/M&A, commercial, real estate and construction law, advising major contractors, professionals, and subcontractors on a wide range of projects.

His experience includes international transactions in Mexico and the United States. His work includes legal assistance drafting, reviewing, negotiating and advising on the terms of contracts for architects, contractors, subcontractors, developers and financial groups.

Davies Arnold Cooper is an International Member of The Harmonie Group.

SCOTLAND

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The bto corporate practice team offers a full range of services and is experienced in handling a wide variety of corporate transactions. It "really fights your corner, but at a far fairer price than many other Scottish firms" (Chambers UK).

Our client base ranges from national and international organizations to owner managed companies, funders, entrepreneurs, major construction companies, banks, commercial companies and hotel chains. Partners in this department also head up or are heavily involved in niche practice areas including:

- Banking & Finance
- Charities
- Insolvency & Corporate Recovery
- Regeneration
- Renewable Energy
- Social Housing
- Third Sector

Jeremy Glen

Mr. Glen provides commercial and corporate advice to banks, major construction companies, property developers, plcs and hotel chains.

Mr. Glen takes a proactive and enthusiastic approach to servicing his clients and on a regular basis he is involved in: acquisition/disposal of licensed property/companies/businesses; partnership agreements (including medical); commercial contracts of all natures; property acquisitions and disposals; consortium/joint venture agreements; private funding for registered social landlords; licensing and commercial securities.

Alastair Dunn

Mr. Dunn practices in corporate and commercial law, acting for a range of well-established clients including national and international organizations, owner-managed companies, entrepreneurs, funders, shareholder groups and investors.

His approach in every transaction is to provide "added value" over and above the legal process involved by understanding and anticipating his clients' needs and aspirations and by delivering clear advice in a user friendly and effective manner.

Alastair's practice covers sales and acquisitions, investment and banking work, company disputes and ongoing advice and assistance to a number of large scale concerns.

External Appointments:

Adviser to, and Company Secretary of, Score Environment Limited (which spends landfill tax credit money in respect of environmentally enhancing activities throughout Scotland). He has presented a number of seminars both to the business community and to fellow lawyers.

Ralph Riddiough

Mr. Riddiough acts for companies, individuals and banks that are engaged in mainstream corporate deal activity including M&A, private equity, project finance and insolvency-related deals and reorganizations. He is a member of bto's renewable energy team and acts for funders and developers of, and investors in, on-shore wind, hydro, biomass, anaerobic digestion and combined heat and power schemes, including community-based projects. He works from the firm's Glasgow and Edinburgh offices.

Patrice Fabien

Described as "absolutely a leading figure," Mr. Fabien is placed in band 1 for social housing by Chambers UK 2010 and clients view him as being "perceptive and user-friendly" (The Legal 500, 2009).

Mr. Fabien is praised for his pragmatism and approachability. He has in-depth knowledge of housing in the voluntary sector. His expertise ranges from incorporating Registered Social Landlords (RSLs), negotiating management agreements and advising on incorporating Urban Regeneration Companies, to stock transfers.

He is acknowledged in his field as being "solution-driven" with an eye for detail. He is often called upon to prepare Options Appraisal Reports on issues such as corporate governance, group

structures, charity law and the ever-growing management matters that are relevant to RSLs. In particular, Patrice is adept at dealing with all issues that affect RSLs, such as EU Procurement, bulk procurement and contracts, as well as advising social enterprises on corporate and governance issues, business matters and legal strategies.

Mr. Fabien acts for a number of well-known charitable organizations and charitable RSLs, advising on group structures, policies and ongoing legislative changes. As well as governance issues for RSLs, Mr. Fabien advises on matters such as funding (whether straightforward lending or re-financing) and joint ventures, including syndication and lending through trust fund managers.

Mr. Fabien is also involved in advising various clients on the setting up of Urban Regeneration Companies or similar vehicles.

With more than 16 years of experience in the housing sector, he is a valuable and resourceful business adviser who listens to his clients.

Brechin Tindal Oatts is an International Friend of The Harmonie Group.

SPAIN

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Davies Arnold Cooper has specialist corporate lawyers in Spain, UK and Mexico. Madrid office's lawyers provide a full international corporate service to our clients, advising on domestic and cross-border mergers, acquisitions and takeovers, corporate finance and capital markets, IPOs and reverse takeovers, private equity, banking and finance, administrative proceedings in regulated markets insolvency commercial agreements, procurement and outsourcing, restructurings and reorganizations, corporate structuring of real estate transactions, debt refinancing, debt recovery and corporate tax.

Consistent with our strong Hispanic practice, we advise our clients in Spain and Latin America, especially in Mexico, Chile, Brazil and Colombia, in collaboration with our offices and associated law firms.

Our corporate team works closely with the Commercial Litigation team's lawyers in corporate issues and with other lawyers in the firm who specialize in intellectual property, employment, competition and data protection.

We work in corporate, commercial and regulatory matters with clients in the following sectors:

- banks and financial companies, mainly Spanish and German banks, broker agencies, venture capital companies, listed companies, SICAVs, insurance and reinsurance companies.
- energy plants.
- international property consultants and real estate companies.

Manuel Rodriguez De Bethencourt

Mr. Rodriguez is a specialist in corporate law with a particular focus in listed companies. He is Secretary of the Board of Directors of a number of companies which are listed. His experience includes advising on shareholder agreements in relation to private equity deals; corporate structuring; setting up companies; joint ventures; and related regulatory and compliance issues in connection with these areas. He has also extensive experience with judicial proceedings of recovery (loans or non credit paid) bankruptcy, suspension of payments, resolution of mortgage, rescission actions and third party ownership right.

He graduated in law at the Universidad Complutense de Madrid and started his professional career as in-house lawyer. In 1991 he joined the firm Ramón y Cajal Abogados where he was a partner until he joined Davies Arnold Cooper in 2005. He has taught courses of practice for students in their last year of their law degree at the Universidad Carlos III de Madrid.

Davies Arnold Cooper *is an International Member of The Harmonie Group.*

SWEDEN

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Prior to the 1980s there was no one Swedish law firm that handled all types of commercial law. This changed in 1983, when four law firms merged into one: Vinge. Today, we are one of the largest commercial law firms in Scandinavia with extensive expertise in a number of legal fields and practice areas. Our areas of practice include:

- Employment & Benefits
- Banking & Finance
- General Corporate
- China Practice
- Corporate Finance & Capital Markets
- Eastern European Desk
- EU & Antitrust
- Real Estate & Environmental
- Financial Services & Regulations
- Insurance
- Intellectual Property
- IT
- M&A
- Marketing
- Media
- Public Procurement
- Litigation & Arbitration
- Restructuring & Insolvency
- Private Equity
- Transport
- Tax
- Telecommunications

Our in depth expertise in such a wide range of areas permits us to provide our clients with detailed legal advice in a professional and efficient manner. And, with offices in Stockholm, Gothenburg, Malmo, and Helsingborg we are able to assist our clients with their legal needs throughout the entire country

Magnus Hedsund

Partner since: 2009

Member of the Swedish Bar Association since: 2005

Practice Areas:

General Corporate

Corporate Finance & Capital Markets

M&A

Restructuring & Insolvency

John Daerr

Senior Counsel since: 2009

Member of the Indianapolis Bar Association

Member of the Indiana State Bar Association

Member of the American Bar Association

Member Defense Research Institute

AV Rating From Martindale-Hubbell

Practice Areas:

Litigation & Arbitration

Vinge is an International Friend of The Harmonie Group.

United States

ALASKA

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Operating a business in Alaska comes with its own unique set of challenges. We are, after all, a remote state with a harsh environment. We are also heavily regulated at both the federal and state level. DMGZ understands those challenges and the business environment in which they exist.

We assist clients with all aspects of a business operation, from selecting a form of entity, formation, operations and dissolution. We help with premises and equipment acquisitions and leases, permitting and licenses, employment agreements and product and service agreements. We also provide assistance with respect to business financing, debt collection, contract enforcement, acquisitions, sales and strategic alliances. We handle all aspects of financial disputes and difficulties, both in and out of court from a creditor's perspective.

Our experience with Alaska based businesses is wide ranging from small family owned businesses to large corporate interests. We offer comprehensive counsel that includes our first-hand knowledge of Alaska's business environment and what it takes to succeed in it

Joseph Moran

Mr. Moran has been with the firm since 1978. His practice is concentrated in the commercial areas of banking, real estate, corporations, partnerships, limited liability companies and public utilities.

For over 30 years, Mr. Moran has served as primary counsel to First Bank, an Alaska commercial bank serving the Southeastern Alaska Panhandle. For the same length of time, he has represented Wells Fargo (formerly known as National Bank of Alaska) on loan documentation and loan collection projects involving both commercial and residential transactions. He has also represented Northrim Bank with respect to documenting commercial loans, deposit account and vendor support matters. He also represents Alaska USA Federal Credit Union with respect to loan documentation issues. Recently, Mr. Moran was selected by First National Bank Alaska; the largest family owned national bank in the state, to represent the bank on collection matters.

Mr. Moran also serves as counsel to Alaska Growth Capital (Bidco), Inc., which is a subsidiary of Arctic Slope Regional Corporation (ASRC), formed for the purpose of providing financing to

business entities in the State of Alaska. Mr. Moran also represents Harland Financial Services in the State of Alaska, which provides computerized commercial and consumer loan documentation programs nationwide.

In the public utility arena, Mr. Moran represents Arctic Slope Telephone Association Cooperative, Inc., with respect to local, long distance, cellular and internet matters. He also represents Alaska Waste and Alaska Pacific Environmental Services I, LLC, which together provide residential and commercial refuse hauling services in every major Alaska area.

Mr. Moran has provided legal counsel to a variety of clients, from title agencies to large shopping center property managers to commercial lenders. As a result of representing these clients, he has gained a wide range of experience in real estate secured transactions, lien law and title insurance coverage and foreclosure matters.

Mike Geraghty

Mr. Geraghty serves as the Firm liaison with The Harmonie Group, an affiliation of independent law firms practicing in all 50 states which provide a broad spectrum of legal services to corporations, insurance companies and claims administrators. Please contact him for direction to one of their corporate attorneys.

ARIZONA

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Our corporate practice includes mergers and acquisitions, corporate formation, state, local and federal tax, real estate (including, structure, acquisition, development, leasing, foreclosure and land use), bankruptcy and creditor's rights, loan workouts, securities litigation, banking litigation, intellectual property litigation, labor, employment and immigration.

Representative Corporate Clients

Fidelity National Financial, Inc.
Representation of Title Insurance Company
Johnson & Johnson, Inc.
Karsten Manufacturing Corporation
Intellectual property litigation and general commercial and antitrust litigation with respect to PING golf clubs and golf-related products
Marshall & Isley M&I Bank
Lending and foreclosure representation
Mutual Insurance Company of Arizona (MICA)
Medical malpractice litigation

Chester's Harley Davidson

Acquisition and corporate representation of multiple Harley Davidson dealerships in western United States

Peabody Western Coal Company

The Macerich Company and the Westcor/Macerich Affiliates

Acquisition, development, leasing and litigation for the dominant regional mall developer and owner in Arizona

The Commercial Insurance Companies

National real estate counsel

Weingarten Realty Investors

Commercial litigation

Scott A. Rose

Practice Areas

Real Estate

Foreclosures/Work Outs

Industries

Real Estate

Banking

REITs

Shopping Centers

Sports and Recreation

Mr. Rose was a founding Senior Member and has been Chairman of the Board of Directors for The Cavanagh Law Firm since its inception in 1999.

Practicing primarily in the areas of real estate and business transactions, Mr. Rose specializes in purchase and sale agreements, leases, shopping center development, commercial real estate finance, workouts and financial restructuring, office building development, lease and other commercial disputes, landlord and tenant remedies, zoning and land use issues, and appearances before administrative agencies.

He has participated in several local and national political campaigns. He was previously chairman of the International Council of Shopping Centers Arizona Government Affairs Committee.

Active in the community, he is past chairman of the Chairman's Circle of the Southwest Division of the American Cancer Society, a member of the American Juvenile Diabetes Foundation, and has served numerous terms on the Board of Directors of Phoenix Rotary 100, the oldest and largest Rotary club in Arizona.

ARKANSAS

Joseph F. Kolb

Barber, McCaskill, Jones and Hale, P.A.

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The Corporate and Business Law Practice Group at the Barber Law Firm works with individuals, partnerships, companies and corporations locally and regionally from a variety of industries to provide wide-ranging business, corporate and commercial legal advice to them to assist in structuring, managing and growing their businesses.

Service Areas: formation and dissolution of business entities, mergers and acquisitions, business planning, corporate governance and formalities, bankruptcy, shareholder agreements, employment contracts, general contract preparation and negotiation, non-disclosure and non-competition agreements, liability risk assessment, real estate transactions, oil and gas transactions and commercial litigation.

Joseph F. “Joe” Kolb

Mr. Kolb joined the Barber Law Firm in 1989 as a member of the Corporate and Business Law Practice Group. Since that time, he has focused his efforts on the representation of national lending institutions and other creditors in consumer bankruptcy and non-bankruptcy matters. He has experience in the areas of contract law, corporations, and general commercial litigation as well.

Mr. Kolb received his undergraduate degree in economics and business from Hendrix College in Conway, Arkansas. He earned his J.D. degree from Southern Methodist University School of Law in Dallas, Texas.

Mr. Kolb is licensed to practice in both Arkansas and Texas state courts, the United States District Courts for the Eastern and Western Districts of Arkansas, the United States District Court for the Eastern District of Texas, and the United State Court of Appeals for the Eighth Circuit. He is a member of the American, Arkansas, Pulaski County and Texas bar associations. He has served as president of the Debtor-Creditor Bar of Central Arkansas, Inc. and as a featured speaker at legal seminars for attorneys and credit managers.

Committed to community service, Joe has volunteered his time to the representation of indigent clients as a member of the Volunteer Organization of Central Arkansas Legal Services (VOCALS). He was chosen to participate in the Little Rock Chamber of Commerce Leadership Greater Little Rock program. He has served on the boards of the Arkansas Repertory Theatre and Ballet Arkansas and is a current member of the Historic Arkansas Museum Commission.

Perry L. Wilson

Mr. Wilson concentrates his practice in the areas of corporate and business law and commercial litigation. He serves as general legal counsel for a number of businesses in Arkansas. He has also litigated numerous jury trials to verdict since joining the firm, and he has significant experience in handling complex, multi-party, multi-district litigation.

Mr. Wilson has assisted numerous business clients in corporate formation, choice of entity and corporate governance decisions. He has also negotiated and formalized the sales and acquisitions of numerous small and mid-sized businesses (both full purchases and sales and divisional purchases and sales).

Mr. Wilson attended Southern Methodist University in Dallas, Texas, graduated in 1996, and earned a B.A. in English and a B.A. in Political Science. Mr. Wilson graduated from the William H. Bowen School of Law in Little Rock, Arkansas in 1999. From 1999 to 2000, Mr. Wilson was a law clerk for Arkansas Supreme Court Justice Robert L. Brown.

From the spring of 2000, to the spring of 2002, Mr. Wilson was a Deputy Prosecuting Attorney for the Sixth Judicial District of Arkansas, which includes Little Rock and all of Pulaski and Perry Counties. While a deputy prosecutor, he tried over thirty cases to juries. Mr. Wilson successfully prosecuted drug crimes, sex crimes, computer crimes, homicides, financial crimes, and general crimes such as robberies and thefts. While he was a deputy prosecutor, he was trained and certified in computer forensics.

From 2002 to 2005, Mr. Wilson served on the board of directors of a regional bank in northeast Arkansas, until it was acquired by a publically-held regional bank. Mr. Wilson served on the board of directors of a family-owned agri-business in northeast Arkansas from 2000 to 2010. Mr. Wilson currently serves on the board of a family-owned business in the poultry industry in central Arkansas.

Mr. Wilson's charitable endeavors focus on education. He currently sits on the Board of Trustees of Lyon College in Batesville, Arkansas, and he is a member of a leadership council for Arkansas State University in Jonesboro, Arkansas. In addition, he serves as a member of the University of Virginia Jefferson Scholars regional selection committee for Arkansas. Mr. Wilson also serves as managing trustee for one of the larger private foundations in Arkansas, which is focused on furthering education at the state level.

Mr. Wilson is licensed to practice in both Arkansas and Tennessee. He is admitted to practice before the 8th Circuit Court of Appeals and the U.S. District Courts for the Eastern and Western Districts of Arkansas. He is a member of the Arkansas and Pulaski County Bar Associations, the Henry Woods Inn of Court, and the Arkansas Association of Defense Counsel.

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Burnham Brown's Corporate Practice group both represents and serves as general counsel to a variety of clients, including emerging technology companies, international infrastructure development companies, foreign and domestic financial services operations, health care and elder care entities, manufacturing, retail and franchise businesses, and non-profit foundations; Our Corporate Practice attorneys have extensive experience representing business entities in State and Federal Courts throughout California

The services provided by our Corporate Practice Group include:

- Directors and Officers – Advice and counsel to corporations and other entities on corporate, corporate governance and transactional matters. Defense of corporate officers and directors in internal claims and third-party litigation
- Entity Formation – Advice and counsel to corporations, limited liability companies, non-profit organizations and foundations, and partnerships on entity formation, shareholder, operating and partnership agreements, and regulatory filings

- Transactional Agreements – Preparation, review or enforcement of commercial and residential leases, business contracts, purchase and sale agreements, and employment manuals, policies and procedures. Examples: Represented and drafted stock purchasing agreement for State Chartered bank purchasing group; Represented, conducted due diligence and drafted asset purchase and merger agreement for technology companies and international financial services companies; Represented technology company for government procurement agreement; Draft technology and food manufacturing agreements
- Patent & Trademark Matters – Representation of business entities in trademark infringement, trade name infringement, copyright infringement, and unfair competition matters. Examples: Drafting of licensing and non-disclosure agreements; Prosecution of trademark applications; Represented technology company and negotiated their patent license agreement with Fortune 500 company; Defended toy manufacturer for design copyright infringement by their foreign supplier; Defending manufacturer from claims for unauthorized use of copyrighted photographs in marketing and labeling materials
- Litigation – Provide the full spectrum of business litigation services, including trials, for a wide range of business entities, owners and executives. These services similarly involve a wide range of subject matters ranging from claims of breach of contract, business interruption, business torts, and lost profits to product defect and warnings defense. Examples: Defense verdict upheld by the Ninth Circuit Court of Appeals on behalf of the Jack Russell Terrier Club of America, which was sued on a variety of theories including, anti-trust, group boycott; the "false advertising prong" of the federal Lanham Act and state unfair business practices statutes; Represented technology company in breach of contract, misappropriation of trade secrets case; Successful motion for summary adjudication enforcing Burnham Brown drafted investment loan agreement for emerging technology company, defeating allegations of breach of contract, fraud, improper accounting and incomplete transactional agreement; Represent business entities, trustees, and directors against claims of breach of fiduciary duty; Obtained multi-million dollar settlement of a stock warrant dispute on behalf of biotech company and a bankruptcy trustee; Represented stockholder and lender of a biotech company in claims against former outside director and corporate counsel for breach of fiduciary duties of loyalty and disclosure and for misappropriation of software, proprietary information, and facilitating the loss of an assembled scientific work force who then competed against client corporation
- International Transactions – Represented and drafted joint venture agreement for international infrastructure development company for purchase of foreign industrial infrastructure complex; Represent multi-national company in multi-billion dollar international contract dispute in United States and foreign tribunals; Represent Lighting company in international contract dispute involving claims of breach of contract, fraud, unfair business practices and negligent and intentional misrepresentation
- Retail & Franchise Business – Drafted State franchise application documents for restaurant business
- Regulatory Matters – Represented financial services company before State and Federal Banking Regulatory Departments during their application for operation of State Chartered bank and a money service business; Successfully guided a national mechanical, electrical and structural steel fabricator through the process for obtaining SAFETY Act protection and certification by the Department of Homeland Security;
- Environmental – Represent business entities in contamination and cost recovery actions, toxic torts, hazardous materials and California's Proposition 65 actions

- Employment – Advice, counsel and direct representation of numerous business entities with privacy, recruitment, wage and hour disputes, class actions, discrimination, and harassment claims; Drafted independent contractor and executive employment contracts; Drafting of employment manuals, policies and procedures and conduct internal investigations

Gregory D. Brown

Practice Areas

Professional Liability
 Product Liability
 Government & Public Entity
 Employment
 Construction
 Business & Commercial

Education

J.D., Golden Gate University, 1975
 B.A., University of California at Berkeley

Licensed to Practice in
 California

- One of the firm's preeminent trial attorneys who oversees and handles complex cases
- Substantial experience in trying and resolving high profile cases involving products liability, mass tort claims, wrongful death, toxic exposure injury, professional liability, trust and elder litigation and business disputes
- Successfully handling scores of cases to verdict, Mr. Brown has represented public entities, private businesses and individuals, fiduciaries, insurance companies, and self-insured companies of all sizes in these matters

Dispute Resolution

- Professionally trained mediator, neutral evaluator and arbitrator on matters pending in local, state and federal courts
 - Has been involved in training attorneys, business owners/managers and risk managers in alternative dispute resolution techniques and mediation skills utilizing mock-mediation sessions and mock trials
- Advice & Counsel
- Represents clients in business interruptions, contract disputes, insurance and corporate governance matters
 - Has tried numerous cases on behalf of business owners, professionals, fiduciaries and public institutions

Professional Associations

- Gives presentations to professional groups, insurance organizations, public agencies, and educational institutions on legal topics ranging from litigation management, professional liability, employment litigation, indemnification, contractual interpretations and business litigation
- California Community College lifetime teaching credential in Law and Police Sciences
- Member of the State Bar of California, Alameda County Bar Association, American Board of Trial Advocates, Association of Defense Counsel of Northern California, and the Earl Warren American Inns of Court
- Mr. Brown will serve as President of the Alameda County Bar Association for the year 2010
- He was also listed in The Best Lawyers in the Bay Area, under the Business & Corporate section

•Mr. Brown has been elected to a two year term on the Board of Directors and will serve as the Vice-Chair of the Oakland Police Foundation

Eric Haas

Practice Areas

Environmental
Business & Commercial
Asbestos
Insurance

Education

J.D., University of California, Hastings College of Law, 1976
B.A., Stanford University, 1973

Licensed to Practice in
California

- Represents clients in insurance, environmental, toxic tort and commercial litigation in state and federal court
- Insurance coverage and bad faith, including issues associated with continuing losses, equitable contribution and subrogation
- Indemnity claims, including recovery of attorney's fees, and related issues of successor liability and entitlement to benefits of predecessor's insurance
- Defense of asbestos claims against insured and self-insured contractors, premise owners and original equipment manufacturers, distributors and suppliers of asbestos-containing materials
- Advises potentially responsible parties and insurance companies in disputes involving contaminated property, including the defense of cost recovery and contribution actions

Litigation

- Tried to verdict or judgment asbestos, sick building, product liability, Lanham Act, unfair competition, indemnity, earth movement and other cases
- He has tried cases to verdict or judgment in Alameda, San Francisco, Contra Costa, Solano, Santa Clara and Marin counties
- Background includes representation of design professionals, builders and public entities in complex construction litigation including landslide and flood litigation
- Obtained summary judgments against plaintiffs seeking tort damage from distributions of motion pictures and videos on First Amendment grounds
- Has successfully handled appeals in state and federal court, arguing before the Ninth Circuit Court of Appeals and various State Courts of Appeal

Advice & Counsel

- Served as a court-appointed arbitrator in Alameda County for over fifteen years, conducting in excess of seventy-five arbitrations
- Represented clients at numerous court supervised and private mediations, and negotiated a multi-million dollar settlement regarding environmental liabilities associated with a major utility's former manufactured gas plant operations

Professional Associations

- Member of State Bar of California, Alameda County Bar Association
- Past President of the Earl Warren American Inn of Court, 2003-2004

Special Recognition

- The Earl Warren American Inns of Court, 1997 National Program Awards, Sixth Place, "High Profile Cases"

- Elected to serve a second 2 year term on The Harmonie Group's Board of Directors

Recent News

- Traveled to London in October, 2009 to give presentation to Lloyd's regarding state of asbestos litigation in California State Courts

Jimmie L. Williams

Practice Areas

Health Care
Business & Commercial
Professional Liability

Education

J.D., Whittier College School of Law, 1989
B.S., University of California, Berkeley, Mechanical Engineering, 1984

Licensed to Practice in

California, US District Court
Central District of California
US Court of Appeals – Second Circuit
District of Columbia

- Serves as general counsel to and defends a variety of clients, including health care and elder care entities, emerging technology companies, foreign and domestic financial services operations, and franchise businesses
- Presently represents a multi-national company in a multi-billion dollar international contract dispute in United States and foreign tribunals, oversees and negotiates his clients' international intellectual property licenses and contracts, and provides advice and counsel to companies conducting business worldwide
- Specializes in the defense of professional and product liability lawsuits, and corporate and commercial disputes

Litigation

- Served as lead trial counsel in over 20 cases, representing physicians, hospitals and nursing homes in professional liability lawsuits, businesses in commercial and transactional disputes, and manufacturers in product liability litigation

Advice & Counsel

- Advises corporations and other entities, directors, financial professionals, investors and other clients on corporate, corporate governance and transactional matters
- Advises clients on entity formation, company purchases, mergers and acquisitions, change in control transactions, and dissolutions
- Advises health care clients on claims reimbursements, credentialing and peer review, fraud and abuse, health law contracts, managed care, physician recruitment contracts, practice management, risk management, and regulatory matters

Professional Associations

- Member, American Health Lawyers Association, California Society for Healthcare Attorneys, Alameda County Bar Association, National Bar Association
- President-Elect, California Society for Healthcare Risk Management ("CSHRM"), 2009; Director, CSHRM, 2007 – 2009
- Member, Board of Directors, Africa-USA International Chamber of Commerce & Industry, was a partner with the United States Department of Commerce for the West African Wine Tasting Promotion and West African International Buyer Program, and served as moderator at the UCLA

Anderson School of Management/Corporate Council on Niger Delta Affairs, Niger Delta/Gulf of Guinea Oil and Gas Summit

Robert M. Bodzin

Practice Areas

Business & Commercial
Product Liability
Transportation
Employment
Class Action

Education

J.D., Hofstra University School of Law, 1992
B.A., State University of New York at Albany 1989

Licensed to Practice in

California
New York
New Jersey
United States Court of Appeals for the Ninth and Second Circuits

- Successfully tried, mediated, and arbitrated a number of complex litigation cases on behalf of businesses and individuals in both California and New York
- Author and orator of numerous winning appeals, including affirmation of winning trial verdicts he obtained
- Coordinate multidisciplinary response to catastrophic events as a member of Burnham Brown's 24-Hour Client Response Team

Litigation

- Represents large corporations, small businesses and individual professionals in connection with complex business and commercial transactions, class actions, misclassification claims under the California Labor Code, directors and officers claims and other business disputes
- Functions as California trial counsel for national law firms and corporations in complex commercial litigation including pharmaceutical product liability, mass torts, chemical exposure and intellectual property
- Trial counsel in disability and civil rights discrimination cases
- Handles diverse matters for individuals and business with ties and interests in Asia, particularly in China and Hong Kong.
- Advice & Counsel
- Draws on his extensive experience as a trial attorney and provides strategic advice and counsel to large corporations, small businesses, and individual clients on prospective litigation avoidance
- Provides day-to-day business advice and coordinates media strategies designed to eliminate negative publicity associated with high profile litigation and investigations
- Takes a dynamic view of his role as defense counsel, and consistently works to design ways to advise his clients on how to avoid future litigation
- Draft and negotiate contracts, industry distribution agreements, buy-sell agreements, licensing agreements, buy-out agreements and asset-purchase agreements.

Professional Associations

- Chair of Educational Programs and member of the Executive Committee of the Litigation Section of the State Bar of California, and a frequent speaker on panels for best practices in litigation and

trial and is the co-chair of these events. He is also the immediate past-chair and member of the Civil Jury Instructions Subcommittee.

- Publications Chair for the Defense Research Institute's Commercial Litigation Section. He has functioned both as author and editor for DRI publications, including the Business Suit, Trade Secret and Non-Compete Agreement Compendium, Unfair Business Practices Compendium and For the Defense. Mr. Bodzin was also a speaker and steering committee member for the brand new DRI Strictly Retail Seminar that took place in March 2010.

- Frequent speaker at the Retail Law & Risk Management seminars Burnham Brown has co-sponsored for the past 5 years with the California Retailers Association.

- Member of the Golden Gate Business Association.

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The most effective legal representation occurs when counsel understands the client's business needs. Therefore the importance of developing a relationship with a law firm with sufficient depth to handle all of the client's legal needs cannot be overstated. At Manning & Kass, Ellrod, Ramirez, Trester LLP, we can handle the vast majority of legal issues confronting today's businesses, regardless of size, providing each client with a talented team of attorneys who work collectively to serve the client's needs. This unique approach yields cost-effective service of the highest quality.

In addition to our firm having a long established reputation as high quality litigators, we are also able to assist businesses with services including preparation or review of contracts, preparation or review of commercial, industrial and residential leases, contract and lease disputes, creation and maintenance of legal entities including corporations, partnerships and LLCs, protection of intellectual property including trademarks and copyrights, preparation or review of real estate purchase and sale agreements and related loan documents as well as handling due diligence and coordinating real estate closings, preparation or review of loan documents and drafting, negotiating or reviewing commercial forbearance agreements/loan modifications, mergers and acquisitions, employment and independent contractor agreements, creation or review of employment manuals, policies and procedures, employment risk management and insurance coverage, and general legal counsel regarding business matters.

Our clients range from small, single member entities to multinational blue chip corporations. Industries include restaurant, hotel/motel, high tech, attractions, real estate, law enforcement, security, industrial, retail, and sports and recreation.

Anthony J. Ellrod

Anthony J. Ellrod graduated from Pepperdine University School of Law (JD 1988) and the University of South Florida (BA 1983), where he majored in Business Administration. At Pepperdine, he was the business editor of the Pepperdine Law Review, and published a comment on the California Supreme Court decision in *Ingersoll v. Palmer*. A recipient of the American Jurisprudence award in Civil Procedure, he was awarded the Pepperdine and National Dean's Honor Lists. Following graduation, he worked extensively in the areas of the First Amendment and the defamation torts, and was heavily involved in the drafting of a brief before the California Supreme Court in *Molko v. Holy Spirit Association for the Unification of World Christianity* (1988) 46 Cal.3d 1092.

Early in his career Mr. Ellrod developed an expertise in sports, recreation, and attractions law and he is nationally regarded as one of the leading experts in sports and recreation law. He presently heads the firm's Sports and Recreational Law Team, where he represents many of the largest health club chains and attractions in the country, as well as various self insureds and governmental entities. He also represents some of the nation's largest sports and recreation industry trade groups.

He has conducted numerous successful jury trials in both State and Federal Court on matters including products liability, premises liability, general negligence, and primary assumption of risk. He is often called upon to argue such matters before the California Courts of Appeal and has obtained favorable published opinions for the industry. Mr. Ellrod has also developed an expertise in health club transactions and is extremely familiar with the California laws regulating health clubs. As a result, he frequently serves as general counsel for small business entities.

Mr. Ellrod's practice has become increasingly focused on business transactions. He has negotiated, drafted and revised complex commercial contracts, license agreements, coexistence agreements, joint venture agreements, employment agreements, independent contractor agreements, distribution agreements, asset purchase agreements, promissory notes, loan agreements, guarantee agreements, deeds of trust, guarantees, assignment of rents, and UCC filings. He also has significant experience in entity formation and maintenance, including the drafting of shareholder agreements, operating agreements, options and warrants. He also heads the firm's intellectual property practice, which includes the registration and licensing trademarks and copyrights, and the prosecution of trademarks, copyrights, and other intellectual property.

His undergraduate degree in business and focus on corporate and securities law in law school, coupled with his significant litigation experience make him unusually suited to business litigation. A large part of his present practice is focused on business litigation, including the representation of corporate officers and directors. Mr. Ellrod has handled numerous business litigation cases ranging from breach of contract and trade libel to complex securities litigation and copyright infringement. Notably, in a highly publicized 2004 breach of contract case, Mr. Ellrod obtained an \$8.5 million settlement followed by a jury verdict in excess of \$22.5 million. Mr. Ellrod leads the firm's Business Litigation and Business Transactions Teams.

Mr. Ellrod holds an AV rating, the highest rating available under the Martindale-Hubbell Peer Review Rating System, indicating that he is considered by others in the legal community to possess "very high to preeminent" legal ability and "very high" ethical standards. In addition, Mr. Ellrod is recognized as one of California's most outstanding lawyers. In 2005, 2006, 2007, 2008 and 2009 he was selected as a "Super Lawyer" by Law & Politics, an organization that honors the top 5% of the California Bar based on a detailed peer review survey, followed by a blue ribbon panel review. In 2009 he was further honored by being included as a "Super Lawyer" in the Corporate Counsel Edition. Mr. Ellrod is a member of the American Board of Trial Advocates ("ABOTA"), an invitation-only organization consisting of members that must have at least five years of active experience as trial lawyers, have tried at least 10 civil jury trials to conclusion and possess additional litigation experience, and exhibit the virtues of civility, integrity and professionalism. Mr. Ellrod is also a member of the Association of Southern California Defense Counsel, the Association of Business Trial Lawyers, and the International Health, Racquet & Sportsclub Association. He is admitted to practice law before all California State Courts, the United States District Courts for the Northern, Central and Southern Districts of California, the 9th Circuit U.S. Court of Appeal, and the Supreme Court of the United States.

Anthony S. Vitagliano

Anthony S. Vitagliano is a partner with extensive experience in corporate transactions and litigation, including mergers and acquisitions, employment matters, joint ventures, strategic alliances, international agreements, healthcare, intellectual property, technology matters, financings, and general corporate, commercial and employment litigation.

In over 25 years of practice, Mr. Vitagliano has served as both in-house general counsel and outside counsel for high-tech startups, IPO candidates, public companies, and international conglomerates. He has represented emerging tech companies in mergers and acquisitions, litigation, contractual matters, licensing arrangements, and capital market transactions, as well as corporate formation, governance and compliance and regulatory oversight. He has also represented corporations and individuals, both as plaintiffs and defendants, in all types of corporate, commercial, and employment related litigation and dispute resolution matters.

Prior to joining the firm, Mr. Vitagliano held various senior legal and management positions, including Senior Vice President, General Counsel and Head of Human Resources of a public company, General Counsel of an optical startup, Vice President and Assistant General Counsel of an international technology conglomerate, Chief Operating Officer of a startup software business, Section Chief Counsel of the Arizona Attorney General's Office, member of an international law firm and a Certified Public Accountant with a Big Four accounting firm. Due to his experience in management, accounting, human resources and law, Mr. Vitagliano brings extensive and broad-based knowledge to every transaction, litigation and dispute resolution.

Mr. Vitagliano received his Bachelor of Science degree from The State University of New York at Buffalo (summa cum laude) and his Juris Doctorate from The University of Illinois at Urbana-Champaign, College of Law (magna cum laude, Order of the Coif). While in law school, he served as a Law Review Editor. Mr. Vitagliano is also a graduate of the Thunderbird American Graduate School of International Management, Global Telecommunications Management Program, and the Princeton University, AT&T Manufacturing Leadership Program.

David I. Gorney

David Gorney attended Tel Aviv University and graduated from the University of California, Los Angeles in 1978 with a Bachelor of Arts degree in Political Science. In 1981 he received his Juris Doctorate from Southwestern University School of Law. While at Southwestern, he was awarded the Bancroft-Whitney Book Award for Torts. He was admitted to the California State Bar in 1981 and is also admitted to practice before all four United States District Courts in the State of California, as well as the Ninth Circuit Court of Appeals.

In addition to litigating professional liability matters, particularly the defense of real estate and insurance agents and brokers, accountants, attorneys, mortgage brokers, architects and engineers, and appraisers, Mr. Gorney has over 26 years of experience advising landlords and tenants in a variety of real estate transactions, including commercial leases, landlord-tenant, financing, and defeasement.

Mr. Gorney has served as a volunteer arbitrator and temporary judge for the Los Angeles Superior Courts, and has served as a court-appointed Special Master. He is a member of the California State Bar and the Association of Southern California Defense Counsel. Mr. Gorney is a past president of the Valley Cities Jewish Community Center and a former member of the board of directors of the Jewish Community Centers of Greater Los Angeles. He is an active ocean sailboat racer.

Cirrus Alpert

Ms. Alpert received her Bachelor of Science degree from the University of Maryland, College Park in 2001. While obtaining her undergraduate degree, she interned with the University of Maryland's Undergraduate Student Legal Aid Office. In 2004, she earned her Juris Doctorate from the University of San Diego School of Law, where she was an Executive Editor for the San Diego International Law Journal.

Prior to joining the firm, Ms. Alpert practiced civil litigation, business litigation, and transactional law in San Diego. While practicing in San Diego, she served on the Board of Directors of the San Diego County Bar Association and was a member of the Louis M. Welsh American Inn of Court.

Cirrus A. Alpert is an associate attorney in the Los Angeles office of Manning & Kass, Ellrod, Ramirez, Trester LLP specializing in business litigation, business transactions and intellectual property. She has extensive experience in the creation and maintenance of legal entities including corporations, partnerships and LLCs. Her practice also includes the protection of intellectual property including trademarks and copyrights registration, licensing and prosecution. In addition, she does extensive work negotiating, drafting and revising complex commercial contracts.

Larry S. Dushkes

Larry Dushkes holds his Bachelor of Arts degree from Stanford University (1979) and his Juris Doctorate from the University of California, Los Angeles School of Law (1982), where he participated in the Moot Court Honors Program. Larry Dushkes is a Senior Counsel in the Los Angeles office of Manning & Kass, Ellrod, Ramirez, Trester LLP.

Mr. Dushkes specializes in trusts and estates, tax controversies, including local taxation, and corporate and business transactions. In addition to being a certified specialist in Estate Planning, Trust & Probate Law, a substantial portion of Mr. Dushkes' practice is devoted to business law. Over the course of serving nearly 30 years as an attorney in Southern California, he has been involved with

the formation, operation, merger and liquidation/dissolution of numerous partnerships, corporations and LLCs. In connection with those topics, Mr. Dushkes has acquired substantial experience in negotiating and drafting operating agreements, shareholder agreements, and employment and independent contractor agreements, as well as commercial real estate acquisitions, financing, leases and sales.

Mr. Dushkes' accomplishments include four published appellate decisions, and a \$1.025 million jury verdict. He is admitted to all state and federal courts in California, and to the U.S. Tax Court.

Niv V. Davidovich

Niv Vladimir Davidovich is an associate attorney in the Los Angeles office of Manning & Kass, Ellrod, Ramirez, Trester LLP. Mr. Davidovich has experience involving real estate and business transactions. He has significant experience in intellectual property, licensing and royalty matters, and commercial contracts. Mr. Davidovich is admitted to practice in all California state courts and the United States District Court, Central District.

Mr. Davidovich received his Bachelor of Science degree in Electrical Engineering from the University of Southern California in 2002, and his Juris Doctorate from Southwestern College of Law in 2006. During law school, Mr. Davidovich served as an assistant to Associate Dean Christopher Cameron for Civil Procedure and was a finalist in Moot Court competition. He also completed an internship for EMI Recorded Music, Film and Television Department.

Prior to joining the firm, Mr. Davidovich was in-house counsel for an award-winning independent film company. In addition, he represented members of the Getty family in media-related activities. Mr. Davidovich is a published songwriter and producer with gold albums in Japan. He has both television and film credits and has worked with international artists in Greece, England, Japan, Germany and the United States. He is currently signed with Downtown Music Publishing in New York City. He is fluent in Russian.

Andy Semotiuk

Andy J. Semotiuk is a member of the California, New York, Ontario, B.C., and Alberta Bars. A graduate of a combined Commerce-Law program at the University of British Columbia in Vancouver in 1972, Mr. Semotiuk completed his one year of articling and then wrote the Ontario Bar in 1974. After practicing law for one year in Toronto, Mr. Semotiuk moved to New York, where he became a United Nations correspondent from 1975 to 1977. During these two years as a journalist, Mr. Semotiuk wrote articles on various immigration-related themes such as: Habitat: the International Conference on Human Settlements, the U.N. High Commission for Refugees, and international law dealing with mobility and other basic human rights. While working at the U.N., Mr. Semotiuk also took the New York State Bar exam and was admitted to practice in New York in the fall of 1977.

Mr. Semotiuk returned to the practice of law in 1981, and has over 20 years of experience dealing with business transactions. He has incorporated various business entities, negotiated complex corporate shareholder and membership agreements, drafted a wide variety of business contracts, real estate agreements and banking documents. Mr Semotiuk has negotiated international business agreements, including the establishment of an airplane manufacturing plant in China and representing Canadian and American businesses in negotiations with their counterparts overseas in Europe and the former Soviet Union. He has prepared, reviewed and developed business plans for

corporate clients, advised on restructuring business entities to minimize taxes, wrote on various business themes as a journalist and provided legal help to NGO organizations to gain accreditation at the United Nations in New York. Mr. Semotiuk is a member of the California and New York bars in the United States and Ontario, Alberta and British Columbia in Canada.

James E. Gibbons

James E. Gibbons was born and raised in Providence, Rhode Island. After obtaining a Bachelor of Arts degree in Journalism from San Francisco State University, he received his Juris Doctorate in 1987 from Boston University. Since then, his practice has focused on insurance coverage, business, and insurance bad. In addition to litigation, Mr. Gibbons has negotiated and drafted countless agreements relating to consulting services between the firm's clients and multi-national corporations. He has also frequently negotiated and drafted contracts pertaining to risk sharing and risk transfer issues. Mr. Gibbons heads the Manning & Kass, Ellrod, Ramirez, Trester LLP, Insurance Coverage/Bad Faith Department.

Prior to joining the firm, Mr. Gibbons was the managing partner of the Southern California office of a San Francisco-based firm specializing in banking and insurance law. He has written innumerable coverage opinions relating to all aspects of insurance coverage and bad faith. His credits in this area include four published appellate decisions: *Buss v Superior Court* (1997) 16 Cal.4th 35; *PPG v Transamerica* (1999) 20 Cal.4th 310; *Gulf Insurance Company v TIG Insurance Company* (2001) 86 Cal.App.4th 422; and *Melancon v USAA* (1992) 174 Ariz. 344. The *Buss* and *PPG* cases are both California Supreme Court decisions that have had a major impact in shaping insurance law in this state.

Mr. Gibbons is a member of the American Bar Association and is a volunteer arbitrator for the Los Angeles Superior Court.

Donald S. Smith

Donald S. Smith engages in a national business law practice involving commercial, financial and real estate transactions, acquisitions and divestitures, franchising and international licensing. Mr. Smith has negotiated and drafted a vast spectrum of agreements, including equipment leases, commercial loans, secured transactions, shopping center leases, franchising, distribution and supply chain agreements, marketing agreements, private label agreements, and agreements pertaining to stored value cards, ATM processing, and check cashing. His experience with financial service products encompasses anti-money laundering programs for compliance with the Patriot Act and the Bank Secrecy Act. His practice includes due diligence, situation analysis and creating adaptive agreements addressing risk management, insurance, indemnification, exclusivity, performance metrics and exit strategies. He has experience with the Uniform Commercial Code and the drafting of Uniform Franchise Offering Circulars and franchise agreements. He represents both franchisors and franchisees.

Formerly, Mr. Smith served as Senior Counsel to ConocoPhillips and Circle K Stores Inc. and their predecessors for a combined total of more than 16 years. He practiced primarily in the areas of acquisitions and dispositions of operating businesses and real estate, marketing, procurement, franchising and international licensing. For a period of ten years prior to that he worked for Finova (a financial and leasing subsidiary of The Greyhound Corporation) and IFG Leasing Company (a former subsidiary of RBC Dain Raucher Corp.), as an attorney closing commercial loans and equipment leasing transactions.

He has been a Faculty member for the International Franchise Association, ABA Forum on Franchising, Western Association of Equipment Lessors, and the American Association of Equipment Lessors.

Mr. Smith received his Bachelor of Arts degree in General Business from Carroll College in Helena, Montana in 1968, a Master of Science degree in Finance from the University of Montana in 1973, and a Juris Doctorate from the University of Montana in 1975.

DELAWARE

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Delaware has long been recognized as the leading jurisdiction for corporate law. More than 60% of the Fortune 500 companies are incorporated in Delaware. Not only are its corporate statutes constantly fine tuned to reflect current business conditions, but its internationally famous Court of Chancery is renowned for its expertise in corporate law. The United States Chamber of Commerce has recently rated Delaware's judicial system as the best in the United States. Businesses can expect prompt, predictable rulings on sophisticated questions of business and corporation law. With the recent expansion of the Court of Chancery's jurisdiction to include disputes involving technology and business litigation involving claims of \$1 million or more, the need for attorneys well versed in Court of Chancery litigation practices is more critical than ever.

Our experience in corporate law matters has brought major law firms throughout the country to us for consultation and for assistance in representing clients in the Delaware courts. We have successfully handled transactional matters and litigation in the Court of Chancery involving all aspects of Delaware corporate law, including breach of fiduciary duties, mergers and acquisitions (both friendly and hostile), asset and stock purchases, appraisal proceedings, rights plans, dissolution and liquidation, executive compensation, special litigation committees, and indemnification and advancement of litigation expenses.

We prosecute class and derivative actions on a contingent fee basis on behalf of plaintiffs in class and derivative actions. Corporations and directors have engaged us to defend them against claims asserted by stockholders. Individuals have sought our assistance in forming corporations and structuring stockholder agreements. Our broad experience allows us to provide comprehensive advice on matters ranging from the most basic questions of corporate housekeeping to the subtle and complex nuances of standards of directorial conduct.

The firm serves as local Delaware counsel in patent cases pending in the United States District Court for the District of Delaware, which has a very active patent docket.

The firm also has an active practice in the Delaware Superior Court, which has jurisdiction over actions for damages, such as breach of contract cases, and declaratory judgment actions. The Superior Court recently established a Complex Commercial Litigation Division (“CCLD”), limited to claims of one million dollars or more. The CCLD has a select panel of three experienced judges, early mandatory disclosures, such as under the Federal Rules of Civil Procedure, and procedures for electronic discovery. Prompt and firm trial dates will not be continued due to scheduling conflicts with other civil cases.

Robert J. Katzenstein

Mr. Katzenstein has over 30 years of litigation experience. He began his career as a trial attorney with the United States Department of Justice in Washington, D.C., where he handled civil and criminal cases for several consumer protection agencies.

Mr. Katzenstein represented several insurance companies in nationally prominent environmental insurance coverage cases in Delaware's Superior Court, including North American Philips Corp., DuPont and Monsanto. He currently represents insurers in coverage cases involving toxic waste, claims arising from the 9/11 World Trade Center attacks, professional liability claims, and claims arising from Bernard L. Madoff Investment Securities.

His practice covers a range of subject areas, including:

Superior Court litigation, including contract cases, insurance coverage and liability cases.

Court of Chancery litigation, including contests over the control of corporations and partnerships, stockholder derivative actions, stock list cases, and contract cases.

Bob has an AV rating in Martindale-Hubbell and is listed in Delaware Super Lawyers® in business litigation, 2007-2009.

Selected Cases

Professional Underwriters Liability Ins. Co. v. Zakrzewski, 2006 WL 3872847 (Del. Super.) (liability insurer entitled to attorneys' fees incurred in filing interpleader action).

Taylor v. American Specialty Retailing Group, Inc., 2003 WL 21753252 (Del. Ch. 2003) (stock appraisal case under 8 Del. C. § 262).

Rohe v. Reliance Training Network, Inc., 2000 WL 1038190 (Del. Ch.) (action under 8 Del. C. § 225 seeking restoration to board of directors).

Bond Purchase, L.L.C. v. Patriot Tax Credit Properties, L.P., 746 A.2d 842 (Del. Ch. 1999) and In re American Tax Credit Properties Ltd. Partnerships, 714 A.2d 87 (Del. Ch. 1997) (enforcement of clients' rights to partnership lists).

E.I. duPont de Nemours & Co. v. Allstate Ins. Co., 693 A.2d 1059 (Del. 1997) (enforcement of pollution exclusion to deny insurance coverage).

Future Ford Sales, Inc. v. Public Service Commission of the State of Del., 654 A.2d 837 (Del. 1995) (reversal and remand of administrative approval of establishment of competing automobile dealership franchise).

Bar Admissions

Supreme Court of the State of Delaware, 1976

United States District Court for the District of Delaware

United States Court of Appeals for the Third Circuit

Education

Yale College (B.A., cum laude, 1973)

University of Pennsylvania Law School (J.D., 1976)

Professional Associations and Memberships

- Co-chair, Committee on Judicial Appointments, Delaware State Bar Association
- Board of Bar Examiners of the Delaware Supreme Court (2003-2009)
- Past President, Defense Counsel of Delaware
- Product Liability Advisory Council
- International Association of Defense Counsel
- Bencher, Richard S. Rodney Inn of Court
- Delaware State Bar Association (Corporation Law Section and Litigation Section)

David A. Jenkins

Mr. Jenkins practice is focused on corporate litigation, on both plaintiffs' and defendants' behalf. Some recent examples of cases that resulted in a decision are:

Lead counsel in derivative and class action lawsuits:

S.I. Management, L.P. v. Wininger, 707 A.2d 37 (Del. 1998) in which the Supreme Court upheld an injunction issued by the Court of Chancery preventing the liquidation of a limited partnership and Smith v. Nu-West Industries, Inc., C.A. No. 15442, 2000 WL 1641248 (Del. Ch. Oct. 25, 2000) in which the Court of Chancery, affirmed by the Supreme Court (781 A.2d 695 (Del. 2001)), determined that the class of preferred stockholders had been wrongfully deprived of part of the accrued dividends to which they were entitled.

Breach of Fiduciary Duty:

Gentile v. Rossette, 906 A.2d 91 (2006), in which the Delaware Supreme Court (on an interlocutory appeal) reversed a grant of summary judgment against plaintiffs, resulting in a clarification of the direct/derivative claim distinction.

Appraisal Cases:

Gentile v. SinglePoint Financial, Inc., C.A. No. 18677, 2003 WL 1240504 (Del. Ch. Mar. 5, 2003), in which the plaintiff stockholders received almost double the merger price and Borruso v. Communications Telesystems International, 753 A.2d 451 (Del. Ch. 1999) in which plaintiffs obtained over 30 times the merger consideration.

Disputes over Control of a Company or Other Entity:

Godsy v. Gruenberg, C.A. No. 20190 (Del. Ch. Apr. 22, 2003) (TRANSCRIPT) and Rohe v. Reliance Training Network, Inc., C.A. No 17992, 2000 WL 1038190 (Del. Ch. July 21, 2000); Facchina v. Malley, 2006 WL 2328228 (Del. Ch., August 01, 2006).

Indemnification and Advancement Actions:

Greco v. Columbia/HCA Healthcare Corp., C.A. No. 16801, 1999 WL 1261446 (Del. Ch. Feb. 12, 1999), in which advancement of a director's legal fees was ordered by the Court of Chancery; Black v. Hollinger International, Inc., Del. Ch., C.A. No. 1339-N, in which a favorable settlement was negotiated on behalf of Conrad Black; Sun Times Media Group, Inc. v. Black, 2008 WL 3009116 (Del. Ch.), in which the Court of Chancery determined that advancement continues on appeal from an adverse judgment.

Books and Records Actions:

Grimes v. DSC Communications Corp., 724 A.2d 561 (Del. Ch. 1998), in which the Court of Chancery ordered production of most of the requested books and records.

Mr. Jenkins has also been involved in litigation involving the fiduciary duties of estate administrators (Stegemeier v. Magness, 728 A.2d 557 (Del. 1999)), which was ultimately resolved in the clients' favor (C.A. No. 12845, 1999 WL 1083874 (Del. Ch. Nov. 23, 1999)) breach of contract actions (BioLife Solutions, Inc v. Endocare, Inc., 838 A.2d 268 (Del. Ch. 2003)), (in which the Court of Chancery awarded the entire amount of damages sought), and procedural disputes involving whether Delaware (as opposed to another state or federal court) is the proper forum in which to proceed (HFTP Investments, L.L.C. v. Ariad Pharmaceuticals, Inc., 752 A.2d 115 (Del. Ch. 1999)).

Bar Admissions

Supreme Court of the State of Delaware, 1978
United States District Court for the District of Delaware
United States Court of Appeals for the Third Circuit
United States Court of Appeals for the Seventh Circuit
United States Court of Appeals for the Ninth Circuit

Education

University of Pennsylvania (B.A., cum laude, 1975)
University of Chicago (J.D., 1978)

Professional Association and Memberships

- Delaware State Bar Association: General Corporation Law Section; Member, Council of Corporation Law Section (2005-present; Secretary, 2006-present)

Laurence V. Cronin

Mr. Cronin has been with the firm since 1990, and has been a partner since 1994. During his tenure at Smith, Katzenstein & Jenkins LLP he has successfully tried cases in all of Delaware's trial courts in such diverse areas as corporate, employment, personal injury and insurance coverage. During the last several years, he also has devoted a substantial portion of his practice to advising both management and employees on employment law issues. He has also lectured frequently regarding employment law, and has testified as an expert witness in Canada regarding Delaware employment law.

Representative Cases

Concord Steel, Inc. v. Wilmington Steel Processing Co., Inc., C.A. No. 3369-VCP, 2008 WL 902406 (Del. Ch., April 3, 2008) (granting preliminary injunction enforcing covenant not to compete in connection with sale of assets); Hough Associates, Inc. v. Hill, C.A. No. 2385N, 2007 WL 148751 (Del. Ch. Jan. 17, 2007) (granting preliminary injunction in favor of employer enforcing covenant not to compete); Kidd v. MBNA America Bank, N.A., 224 F. Supp. 2d 807 (D. Del. 2002) (granting summary judgment in favor of employer in discrimination case); Bailor v. Taylor, 170 F. Supp. 2d 466 (D. Del. 2001) (denying summary judgment in favor of public employee in First Amendment retaliation case); Rypac Packaging Machinery, Inc. v. Coakley, C. A. No.16069, 2000 WL 567895, 26 Del. J. Corp. L. 666 (Del. Ch. May 1, 2000) (post-trial decision finding in favor of defendant on breach of fiduciary duty and unfair competition claims); Price v. Delaware Dept. of Correction, 40 F. Supp. 2d 544 (D. Del. 1999) (post-trial decision upholding jury verdict in Title VII retaliation case); Franklin Fibre-Lamitex Corp. v. Marvec Mfg., Inc., C. A. No. 12782, 1997 WL 153825, 23 Del. J. Corp. L. 199 (Del. Ch. Mar 26, 1997) (denying motion for summary judgment on claim under Delaware Trade Secrets Act); Viele v. Devaney, 679 A.2d 993 (Del. Ch. 1996) (post-trial decision finding in favor of plaintiffs regarding a contested election of board of directors).

Bar Admissions

Supreme Court of the State of Delaware, 1986
United States District Court for the District of Delaware
United States Court of Appeals for the Third Circuit
United States Supreme Court

Education

Clark University (B.A. with high honors, 1981)
Marshall-Wythe School of Law of the College of William and Mary (J.D., 1985)

Professional Association and Memberships

- Delaware State and American Bar Associations (Labor and Employment Law Sections)
- Fellow, Litigation Counsel of America

IOWA

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Attorneys at Ahlers & Cooney provide a full-service business law practice and provide comprehensive services for a wide range of business enterprises, including privately and publicly-held corporations, partnerships, individual proprietors and associations. We bring value to our clients regardless of how sophisticated the transaction.

Passionate about building strategic partnerships with our clients, we take the time to understand our clients' business and the industry in which it operates, staying on top of regulations and legislation that impacts them. Dispensing business advice along with legal advice, we work closely with clients to accomplish their business goals and carry out their business plan. Representation of business clients includes planning, counseling, negotiation and general representation on virtually all business-related matters and transactional representation on particular projects.

Our attorneys work closely with the Firm's other practice areas, including the Public Law & Finance practice area on municipal and school bond issues and sophisticated transactions and business services.

Representative Projects:

- Business acquisitions and dispositions for publicly-traded corporations, venture capital firms and closely-held businesses. Transactions have ranged from tens of millions of dollars requiring Hart-Scott-Rodino antitrust approval to smaller transactions for closely-held businesses.
- Facilitate the winding down of venture capital operations, including the sale and liquidation of portfolio companies. Work with investors in the venture capital firms regarding follow-on investment opportunities and chances for additional venture capital investments.
- Representation of fiduciaries and other taxpayers before the Internal Revenue Service and the Iowa Department of Revenue concerning income tax, estate and inheritance tax, property tax and sales tax issues.

- Analysis and development of estate plans for high net-worth individuals and their families, and the preparation of the wills, trust agreements, powers of attorney and other related documents necessary to implement such plans.
- Advising tax-exempt organizations with respect to their unique compensation, retirement planning, and welfare benefits issues, including particularly with compliance under Internal Revenue Code sections 403(b) plans, 457(b) “eligible” plans, and 457(f) “ineligible” plans, and the application of Code section 409A.
- Representation for industrial, municipal and educational institutions in negotiations and/or litigation related to remediation of environmental concerns under federal and state law or with other responsible parties, including CERCLA.
- Advising on corporate board and securities law compliance issues, including SEC reporting and disclosure issues, corporate governance matters and private placements of debt securities.

Dave Luginbill

Mr. Luginbill serves as the Firm liaison with The Harmonie Group, an affiliation of independent law firms practicing in all 50 states which provide a broad spectrum of legal services to corporations, insurance companies and claims administrators. Please contact him for direction to one of their corporate attorneys.

John Hintze

John Hintze chairs the firm’s Corporate, Business & Tax practice, which provides comprehensive corporate, securities and business solutions to publicly and privately held companies. Practicing law for over 35 years, John has a breadth of expertise in the myriad of transactions required by businesses of all sizes. He works closely with the Firm’s Public Finance & Law practice area on sophisticated transactions and business services for public and municipal entities.

As a strategic business partner with his clients, he has experience with business formations, mergers and acquisitions, real estate transactions, tax-exempt organizations, tax planning, estate planning and corporate securities. John was an undergraduate accounting major and has a strong financial background, including passing the CPA exam. While not practicing as an accountant, he has a significant background in dealing with the structuring and implementation of sophisticated financial transactions.

Prior to joining the firm in 1994, he was Senior Vice President and General Counsel for Pioneer Hi-Bred International, Inc. from 1989 to 1994. His responsibilities were extensive for Pioneer’s worldwide legal, regulatory and government matters and for operations within the company. From 1973 to 1989, he was in private practice.

John was born in Davenport, Iowa. At the University of Iowa Law School, he was selected to be a member of the Order of the Coif.

Mr. Hintze’s Representative Projects include:

- Business acquisitions and dispositions for publicly-traded corporations, venture capital firms and closely-held businesses. Transactions have ranged from tens of millions of dollars requiring Hart-Scott-Rodino antitrust approval to smaller transactions for closely-held businesses.
- Facilitated the winding down of venture capital operations, including the sale and liquidation of portfolio companies. Worked with investors in the venture capital firms regarding follow-on investment opportunities and chances for additional venture capital investments.
- Completed corporate finance and securities transactions, including SEC registrations and private placement offerings. Types of transactions have ranged from residential and commercial real estate to agricultural cooperatives to business ventures.
- Works with the formation and operation of tax-exempt organizations and applicable regulatory compliance. John represents the largest secondary market for student loans in the state of Iowa and provides representation for all aspects of the business, including the negotiation and drafting of contracts to provide various types of financing alternatives.
- Negotiation, drafting and review of all types of business contracts, including all aspects of real estate transactions, joint ventures, business contracts and various regulatory agreements.
- Assists individuals in the transfer of business and personal property intergenerationally with minimization of tax consequences. Consults with clients regarding buy-sell agreements and other methodologies to control the ownership and transfer of business entities. Works with clients to accomplish the transfer of wealth while minimizing the associated tax consequences.

Memberships

- American Bar Association -- Sections: Tax; Business & Corporate Law
- Iowa State Bar Association
- Polk County Bar Association

Recognitions

- Martindale-Hubbell® – AV® Rating
- Chambers USA – Corporate/M&A, Iowa

Speaking/Presentations

- Drake University Law School, previously served as instructor on wills and trusts and employee benefits
- Drake College of Business, Masters of Taxation Program, previously served as instructor on employee benefits

Professional, Community and Civic Leadership

Practices

Corporate, Business & Tax

Education

J.D. (with Distinction), University of Iowa, 1973

B.B.A. (with Distinction), University of Iowa, 1970

Bar Admissions

Iowa, 1973

KANSAS

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The Business Practice Group at Wallace, Saunders provides many different areas of concentration for business clients. These include:

- Formation of business entities, mergers and acquisitions, tax and business planning
- Construction – design, including representation of engineers and architects, risk management, partnering arrangements
- Land use, zoning, including presentation, planning, and litigation
- Wills, estate planning, trusts and probate, including trust litigation

Clients of the Business Practice Group include a wide range of companies from startups to publicly traded companies. Our client lists includes banks, automobile dealerships, transportation entities, architect and engineering firms and real estate developers.

Mark W. McKinzie

Mr. McKinzie's practice focuses on commercial transactions, formation of business entities, mergers and acquisitions of entities, wills, trusts and probate matters.

Bar Admissions:

Kansas and Missouri
Federal District Court of Kansas
Western District of Missouri
Tenth Circuit Court of Appeals
United States Tax Court

Education:

Juris Doctor, Creighton University School of Law, 1981

Awards and Recognitions:

AV Peer Review Rated

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HPK's corporate and business services group have extensive experience in a variety of business transactions and corporate matters and represent individuals, partnerships, companies and corporations engaged in a broad range of businesses and industries including the technology sector, real estate development, commercial leasing, health care, food services, professional services, petroleum, oil and gas, and construction.

Service Areas: Bankruptcy; Business Formation; Buy/Sell Agreements; Buying, Selling and Leasing Real Estate; Capital Raising; Commercial Lending; Commercial Transactions; Copyright, Trademarks and Patents; Corporate Reorganizations; Debt Restructuring/Negotiation; Employee Benefits/Compensation Planning; Employment Manuals; Financing Transactions; Formation and Dissolution of Corporations, Limited Liability Companies and Partnerships; Franchise and Distribution; Government Contracting; Hart-Scott-Rodino Antitrust Improvements Act ("HSR") Compliance; Insurance Audit; Intellectual Property and Licensing; Joint Ventures/Teaming Agreements; Liability Risk Assessment; Liquor Licensing; Mergers and Acquisitions; Minority Owned Business Enterprise ("MBE") Certification; Non-Compete Agreements; Operating Agreements; Real Estate Transactions; Sale of Business; Securities/Private Placements; Service and Vendor Contracts; Stockholder Agreements Succession Planning and Tax Strategies and Planning.

Gerald M. Katz

Areas of Practice

Corporate and Business Services Employee Benefits

Income Tax Planning Real Estate

Professional Experience

Mr. Katz represents major developers and business entities in complex real estate, business and tax matters.

Education

Georgetown Law Center, J.D., 1963

Certified Public Accountant, 1963

University of Delaware, B.S., Accounting, 1959

Bar Admission

Maryland Bar, 1963

Virginia Bar, 1963

District of Columbia Bar, 1963

Bar Associations

Member, The Bar Association of Baltimore City

Member, Maryland State Bar Association

Member, Sections on Taxation and Real Property

Former Chairman, Maryland Insurance Trust

Published Articles

Author of Various Tax Publications, Including Taxes Magazine, Practical Accountant and Tax Advisor

Community Involvement

Krieger Schechter Day School, Past Chairman

Past Member of Trustee Committee of the Association of Independent Maryland Schools

Community Links

Krieger Schechter Day School

Additional Information

Voted one of Maryland's Top Lawyers, 2008

Named one of Maryland's Super Lawyers, 2007, 2008, 2009, 2010, 2011

Member, Baltimore Association of Tax Counsel

Member, American Institute of Certified Public Accountants (AICPA)

Lecturer, Tax and business matters to various groups including Maryland Bar Association, Maryland Association of GM Dealers, Baltimore Estate Planning Counsel, and Maryland Municipal League

Instructor, Maryland Law School - Continuing Legal Education for Attorneys, "Business Planning

Co-Instructor, University of Baltimore, Masters Program in Business Administration

Drake Zaharris

Areas of Practice

Corporate and Business Services

Insurance Law

Litigation

Professional Experience

Drake Zaharris is the Managing Director of HPK. Mr. Zaharris has an active corporate litigation and business practice. He works primarily with individual entrepreneurs and business owners in complex commercial litigation, contract disputes, construction and financing litigation, purchase and sale of businesses and business formation and financing. Drake has tried cases in state and federal courts in Maryland, the District of Columbia, and elsewhere. Over the past twenty-five years, his clients have involved him in business deals throughout Maryland, the Mid-Atlantic region, and internationally.

Personal Information

Education

- Suffolk University Law School, J.D., with honors, 1982
- Duke University, A.B., 1979
- Exeter, 1975

Bar Admission

- Maryland, 1982
- District of Columbia, 1985
- Pennsylvania, 1991

- Massachusetts, 1982
- United States District Court, District of Maryland
- United States District Court, District of Columbia
- United States Court of Appeals, Fourth Circuit
- United States Court of Appeals, D.C. Circuit
- United States Supreme Court, (Celotex Corp. V. Catrett)

Community Involvement

- Board of Trustees, Living Classrooms Foundation (1996 — Present)
- Board of Trustees, The Children's Guild (1998 — 2001)
- Board of Directors, Baltimore County Development Corporation (1992 — 1995)

Community Links

- Baltimore County Development Corporation
- Children's Guild, The
- Living Classrooms Foundation

Additional Information

- Baltimore SmartCEO Legal Elite 2009, 2010
- Maryland Super Lawyers 2009, 2010, 2011, Corporate Counsel Edition and Business

Litigation

- Trial Courts Judicial Nominating Commission, Baltimore County, Appointed by Governor Ehrlich, July 2003; Reappointed July, 2007
- Leadership — Baltimore County (2000)
- Past President, Maryland Association of Defense Trial Counsel
- Recipient, Defense Research Institute Exceptional Performance Award
- Member, Defense Research & Trial Lawyers Association
- Member, Maryland Defense Counsel
- Associate Member, Association of Trial Lawyers of America

MICHIGAN

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For over 60 years, Garan Luow Miller, P.C. has provided trusted legal representation to companies ranging from Fortune 500 companies to small closely-held businesses. We can help you form your corporation, negotiate contracts, review franchise and debt financing agreements, protect your intellectual property, and resolve employment disputes. If litigation is necessary, we can provide affordable legal representation that is tailored to your individual needs and considers the cost effectiveness of your litigation options. Attention to detail, open communication and responsiveness are our hallmarks.

Thomas P. Christy

Thomas P. Christy practices law in Garan Luow Miller's Oakland County office and is a member of the firm's Business Law Group and Real Estate Group. He has conducted more than 20 trials.

Mr. Christy has extensive experience representing businesses in a wide variety of litigation, including:

- Contract disputes
- Business torts (tortious interference, fraud, fiduciary duty, etc.)
- Shareholder/partner disputes
- Collections/bankruptcy
- Real estate litigation
- Trade secret cases

He also provides transactional services to businesses, including:

- Business formation
- Mergers and acquisitions
- Real estate transactions
- Contract drafting and review
- Exempt securities offerings
- Trademark registration

Mr. Christy has represented businesses in many different fields, including health care, restaurants, real estate, banking and financial services, trucking, information technology, insurance, automotive manufacturing, political consulting, media, food manufacturing, retail, graphite manufacturing, non profits, and apparel.

Education

- B.A., University of Michigan, 1992
- J.D., University of Cincinnati, 1996

Bar Admissions

- Michigan
- Ohio
- U.S. District Court for the Eastern District of Michigan
- U.S. District Court for the Western District of Michigan
- U.S. Court of Appeals for the 6th Circuit

Robert D. Goldstein

Robert R. Goldstein practices law in Garan Luow Miller's Grand Blanc office and is a member of the firm's Business Law Group, Intellectual Property Practice Group, and Appellate Law Practice Group. His practice focuses on a wide range of intellectual property, commercial, and business issues, including:

- Unfair competition
- False advertising
- Trademark infringement and dilution
- Internet and domain name law
- Copyright infringement
- Misappropriation
- Trade secret law
- Patent infringement

He has represented and litigated on behalf of clients such as United Temperature Services, Shrink Wrap International, Inc., Mackinaw Island Creamery, Lake County Convention & Visitors Bureau; Lion Trading, Inc.; Classic Auto Parts, Inc.; Panacea Products, Inc.; JD Implement, Inc.; Four Seasons Mechanical; and TDC International Corporation.

Education

- B.A., University of Michigan, 1982
- J.D., Wayne State University, 1985

Bar Admissions

- Michigan
- Indiana
- U.S. District Court for the Eastern District of Michigan
- U.S. District Court for the Western District of Michigan
- U.S. District Court for the Central District of Illinois
- U.S. District Court for the Northern District of Indiana
- U.S. District Court for the Southern District of Indiana
- U.S. Court of Appeals for the 6th Circuit
- U.S. Court of Appeals for the 7th Circuit
- U.S. Supreme Court

Thomas R. Paxton

Thomas R. Paxton practices law in Garan Luow Miller's Detroit office and is a member of the firm's Business Law Group and Labor and Employment Practice Group. Mr. Paxton's practice focuses on the representing businesses in matters regarding their relationship with their employees. His practice includes:

- Employment Issues and Disputes
- Discrimination and Wrongful Discharge
- Labor and Employment Arbitrations
- Employer Employee Relationship
- Policy Reviews
- Handbooks

- Trade Secrets and Non compete Agreements
- Americans With Disabilities Act Litigation
- Class Litigation Regarding Public Facilities and Modifications
- Securities Litigation
- Broker/Dealer Relations
- Customer Arbitration

Mr. Paxton has represented private employers and municipalities throughout the region. He also has experience as a private arbitrator and presented a variety of issues before arbitration panels formed under Collective Bargaining Agreements and employment contracts.

Education

- Kalamazoo College
- Njala University College, University of Sierra Leone
- J.D., University of Detroit School of Law

Bar Admissions

- Michigan
- U.S. District Court for the Eastern District of Michigan
- U.S. District Court for the Western District of Michigan
- U.S. District Court for the Northern District of Ohio

MINNESOTA

Bradley M. Jones
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Mary M.L. O'Brien
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Meagher & Geer provides corporate, transactional and business litigation services to a wide range of companies and the executives who own and invest in them. We provide assistance through all phases of the business life-cycle – from formation to daily operations to the eventual transition of ownership. Our attorneys draft formation documents, shareholder agreements, business contracts, employment policies, intellectual property filings and dissolution documents. We counsel clients on day-to-day routine business matters as well as larger transactional matters such as mergers and acquisitions. We represent clients in litigation, agency proceedings and government audits. We counsel and advise clients as they evaluate business decisions in the context of their personal and

financial goals. As part of this process, we work closely with our colleagues in the firm's employment, intellectual property, real estate, anti-fraud, and wills, trusts, and estates practice areas.

Meagher & Geer has a broad corporate client base, including businesses with local, regional, national and international operations. Our clients are small to medium size businesses, generally with revenues of less than \$30,000,000. Our clients are involved in a wide variety of industries, including manufacturing, transportation, staffing, architecture, construction, medicine, marketing, real estate, sales, and insurance.

For more than 30 years, Mr. Jones has represented clients in a variety of litigation matters and transactions. He is recognized nationally, and locally as a leader in several practice areas. He is also one of the firm's leaders as a member of its management committee.

Bradley M. Jones

Mr. Jones serves as the Firm liaison with The Harmonie Group, an affiliation of independent law firms practicing in all 50 states which provide a broad spectrum of legal services to corporations, insurance companies and claims administrators. Please contact him for direction to one of their corporate attorneys.

Mary M.L. O'Brien

Ms. O'Brien joined Meagher & Geer in 1986 and has served as head of the firm's Corporate and Employment Practice Group since 1995.

Her practical approach to business issues stems, in part, from her upbringing as the daughter of a business owner in Minnesota. Mary learned early on that employees are a business' greatest asset, and that belief shapes the advice she gives business owners as they face a myriad of employment issues each day.

Ms. O'Brien has been providing thoughtful and insightful counsel to business owners since 1986. When employment litigation or agency claims arise, Mary's 20+ years of experience provide invaluable perspective and strategic direction. Mary is well-familiar with employment proceedings at the agency level as well as the state and federal trial and appeals courts. She is a zealous advocate for her clients throughout all stages of litigation.

She is a frequent speaker to business and management groups on a variety of topics. She also provides training to local and national businesses, educating management and labor on issues that impact the workplace. She is a regular contributor to Meagher & Geer's Management Series seminars, and she has served as a mentor and teacher to new lawyers for the past 15 years.

Among the topics Mary has addressed to business groups are the following:

HR Training for Investigators

HR Hot Topics: Do's and Don'ts

ADA, COBRA and the FMLA

Transitioning your Business

Acknowledging Your Role as a Leader: Affirmative Action; Equal Employment Opportunity;

Grievance Procedures, and Sexual Harassment

2008 Employment Law Update

Privacy Issues in the Workplace
Partnership Training
Investigating Employee Complaints
Employment Claims Seminar
Developing Discrimination Policies
Standard Commercial Employment Practices Liability Protection
Hiring and Retaining the People you Need
Handling and Evaluating Employment Claims
Human Resource Documents: The Purpose Behind the Paper
Ethical Issues for In-House Counsel and Human Resource Professionals
Employment Liability - Staying Cool in a Hot Legal Environment
Investigation of Employment Claims - Federal Employment Discrimination Laws
Negotiating Commercial Contracts
Retaining Key Employees
Avoiding Discrimination Claims
Employment Law Claims - Current Developments, New Issues Affecting Coverage
Employment Claims - A Nuts and Bolts Approach to Reducing Liability
Efficient Handling of Discrimination Claims
Employment Agreements
Recognizing a Situation Warranting Discipline: Performance Issues; Documentation, and Liability for Disciplinary Decisions
Employment Agreements; Non-Compete Agreements; Confidentiality Agreements; Termination Agreements
Sexual Harassment and the ADA
Employment Claims - Discipline and Discharge
Employment Claims: The Employment Relationship - From Complaint to Conclusion
Professional Affiliations
American Bar Association
Minnesota State Bar Association
Speaking Engagements & Published Articles
Lecturer, The Employment Relationship - Before, During & After: A U.S. & Canadian Perspective, International Paralegal Management Association (IPMA)
Lecturer, Employee Terminations: How to Avoid Sleepless Nights, Brain Drain and Becoming Best Friends with your Lawyer, Southwest Metro Human Resources Association (SWMHRA) (January 2010)

MISSISSIPPI

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Butler Snow's Business Services Group combines nationally recognized legal expertise with strong business acumen to deliver the highest level of service to our corporate clients. Members regularly offer counsel regarding the formation, operation and transactions involving corporations and other business entities. They are seasoned in all aspects of corporate governance and Sarbanes-Oxley matters and in antitrust, trade and securities regulation. The firm's Intellectual Property attorneys are experienced in technology commercialization, domestic and international licensing and related litigation matters. Our Banking and Financial Services Groups provide counsel to financial services providers throughout the Southeast and across the nation, including regulatory matters, bankruptcy and creditors' rights and commercial lending and debt financings. These attorneys have wide-ranging experience as in-house bank lawyers and with the Comptroller of the Currency. The firm's Taxation expertise encompasses all aspects of federal, state and local taxation; and the firm's attorneys regularly advise fiduciaries involved in the administration of estates and trusts.

CLIENTS: Clients in each of these practice areas hail from a variety of industries, including healthcare, manufacturing, transportation, insurance, banking, and technology, and range in size from small start-ups to Fortune 100 companies.

John J. Healy III

Johnny Healy is a member of the Business Services Group at Butler Snow and concentrates his practice in the areas of commercial transactions, intellectual property law, corporate law, mergers and acquisitions and commercial finance. He is a member of the Business Law Section and past Chair, of the Intellectual Property Section of the Mississippi Bar. As a member of the American Bar Association, he is a member of the Business Section and Intellectual Property Section. Johnny received his B.B.A. from Mississippi State University in 1987. He received his J.D., cum laude, in 1994 from The University of Mississippi where he was Editor-in-Chief of the Mississippi Law Journal. Prior to law school, Johnny worked for the Office of the Comptroller of the Currency as an Assistant and Associate National Bank Examiner. During this time, he received the United States Department of Treasury Certificate of Award. Johnny is listed in Intellectual Property section of The Best Lawyers in America.

Selby A. "Sai" Ireland

Sai Ireland is a member of the Business Services Group at Butler Snow. He has practiced extensively in the areas of mergers and acquisitions, antitrust and exempt securities offerings since 1992. Sai has handled a substantial number of business acquisition transactions representing both the buyer and the seller. In addition Sai has assisted clients in restructuring their business organizations to meet various business and risk management objectives. Sai is a member of the Section of Business Law and the Section of Gaming Law of The Mississippi Bar and is currently serving as a commissioner on the National Conference of Commissioners on Uniform State Laws. He is also a member of the Board of Directors of Junior Achievement of Jackson. Sai received his B.A in Accounting in 1983 from The University of Mississippi and his J.D. from The University of Mississippi School of Law, cum laude, in 1990.

MISSOURI

Mark W. McKinzie
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The Business Practice Group at Wallace, Saunders provides many different areas of concentration for business clients. These include:

- Formation of business entities, mergers and acquisitions, tax and business planning
- Construction – design, including representation of engineers and architects, risk management, partnering arrangements
- Land use, zoning, including presentation, planning, and litigation
- Wills, estate planning, trusts and probate, including trust litigation

Clients of the Business Practice Group include a wide range of companies from startups to publicly traded companies. Our client lists includes banks, automobile dealerships, transportation entities, architect and engineering firms and real estate developers.

Mark W. McKinzie

Mr. McKinzie's practice focuses on commercial transactions, formation of business entities, mergers and acquisitions of entities, wills, trusts and probate matters.

Bar Admissions:

Kansas and Missouri
Federal District Court of Kansas
Western District of Missouri
Tenth Circuit Court of Appeals
United States Tax Court

Education:

Juris Doctor, Creighton University School of Law, 1981

Awards and Recognitions:

AV Peer Review Rated

MONTANA

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Milodragovich Dale Steinbrenner & Nygren PC offers a full range of services to our clients needing corporate assistance in Montana – formation of business entities, tax planning, merging and acquisition of entities, and qualification of foreign corporations for operation within Montana. We count amongst our clientele banks, insurance companies and other diverse entities. We also can fully service intellectual property issues including copyrighting works or enforcing statutory patent or copyright protection. Our list of clients includes national banks, Montana state banks, insurance companies, and the like.

Gerald W. Steinbrenner

Practice Areas

Mr. Steinbrenner's practice focuses on taxation, mergers and acquisitions, corporate and partnership law, estate planning, probate matters, banking, real estate, commercial and business transactions. He has negotiated numerous transactions involving the sale and purchase of hotels, casinos, ranches, farms, commercial buildings and related items.

Bar Admissions

- State Bar of Montana
- United States District Court, District of Montana
- United States Ninth Circuit Court of Appeals
- United States Tax Court

Education

- Master of Laws in Taxation from the University of Florida in 1985
- J.D., magna cum laude, from Gonzaga University School of Law, in 1983
- Bachelor of Science - Business Finance Undergraduate Degree from Montana State University in 1981

Awards and Recognitions

- Martindale Hubbell, through extensive peer review, has identified Mr. Steinbrenner as "a lawyer with good to high legal ability." The rating is a positive indication of his "above average ability."

"Our ratings, established by attorneys for attorneys, clearly indicate you demonstrate the highest professional and ethical standards." ...

"You now join a select group of attorneys who have been recognized for their legal expertise and professional reputation." ...

"Congratulations again on this significant achievement within the profession. Our best wishes for your continued success."

- Listed in Best Lawyers in America

Memberships

- Western Montana Bar Association
- American Bar Association - Section on Taxation
- State Bar of Montana
- Western Montana Estate Planning Council
- Harmonie Group
- Trout Unlimited
- International Game and Fish Association
- Rocky Mountain Elk Foundation
- Safari Club International
- Montana Sportsman For Fish and Wildlife

Christian T. Nygren

Intellectual Property issues:

With a primarily litigation practice, Mr. Nygren concentrates on the pursuit and defense of construction claims, environmental and product liability, insurance defense as well as transportation related matters in his practice located in Missoula, Montana.

As a Missoula trial attorney, Mr. Nygren has had trials across the State of Montana, including Libby, Kalispell, Helena, Butte, Billings and other smaller towns and in both federal and state court. His broad experience as an experienced litigator allows to zealously protect and advance his client's interests and obtain the results they desire.

Mr. Nygren also has experience in non-trial related matters including real estate transactions, trademark and copyright matters, water rights and most commercial transactions. He has collaboratively worked with out of state counsel as well as other firms throughout Montana. Mr. Nygren is available for consultation and advice on any of the areas in which he primarily practices.

A growing part of his practice is representation of clients pursuing trademarks and copyrights of intellectual property. Mr. Nygren assists them in registering their ideas with the US Patent Trademark Office, Library of Congress and with the State of Montana and other states nationwide. His expertise in dealing with the governmental agencies takes away the stress of bureaucratic red tape and protects what is rightfully yours.

Construction - Mr. Nygren has been the lead counsel in several multi-million dollar litigation claims in the construction field for both residential and commercial projects. He has pursued claims against the State of Montana as well as defended large personal injury suits involving fatalities and severe injuries. In addition he has defended several mold and indoor air pollutant claims arising from construction and in professional liability claims. Construction defects, the defense and pursuit of them, comprise a large portion of his practice.

Environmental - Currently involved in the defense of several six figure subrogation claims being pursued by the State of Montana for underground storage tank cleanup, Mr. Nygren utilizes his extensive background in the environmental field to best represent his clients in the diverse areas of hazardous waste remediation, air pollution mitigation, groundwater contamination and other significant environmental related litigation. He also provides advice for real estate transactions in

regard to environmental matters and other issues which arise as a result of environmental concerns or water rights.

Product Liability - Mr. Nygren has defended several actions involving fatalities or severe injury which occurred in the oil field, wood product and various manufacturing facilities, always obtaining positive results for his clients. As an associate, he was the primary attorney for the Montana Supreme Court case recognizing the tort of spoliation (the destruction of evidence) as well as the Montana Supreme Court case setting the standard for the award of attorney fees in an unsuccessful Montana Consumer Protection Act claim.

Transportation - Being a long time member of the Montana Motor Carriers Association, Mr. Nygren has represented many trucking companies as well as injured drivers in litigation throughout Montana. He has gone to trial in defense of such claims throughout the entire State of Montana and has obtained many favorable jury verdicts. Mr. Nygren actively participates in transportation related seminars and is frequently consulted for his advice prior to the onset of potential litigation so such cases can be resolved before defense costs are incurred.

Bar Admissions

State Bar of Montana - 1997

All United States District Courts in Montana

United States Ninth Circuit Court of Appeals

Montana Supreme Court

Education

Juris Doctor Degree with honors from University of Montana School of Law in 1997

B.S. in Chemical Engineering with honors from Montana State University in 1983

Publications and Presentations

Mr. Nygren has made presentations on construction, lien and bond claims and on construction contract termination to statewide as well as local groups.

He has made presentations to Professional Engineers on contract law as well as legal issues for their Continuing Education credits.

American Bar Association presentation on various construction law topics presented by video conference statewide for construction industry professionals

Paper on OSHA issues and construction workplace injuries

Memberships

Western Montana Bar Association

State Bar of Montana

Montana State Bar, Chair of Construction Law section

American Bar Association

American Bar Association Construction Law Forum

Motor Carriers Association

Montana Motor Carriers Association

Defense Research Institute, Construction Law Section

The Harmonie Group

Professional Registrations

Registered Professional Engineer in Montana and Oregon, 1990-present (Prior to entering law, Mr. Nygren was a practicing engineer for eleven years focusing primarily on Environmental Engineering)

Military Service

Captain in United States Navy Reserve, 1982-present

NEBRASKA

William (Bill) T. Foley

Erickson | Sederstrom, PC, LLO

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Erickson | Sederstrom has extensive experience and a long history of involvement in the area of corporate and business law for all types and sizes of business clients. Erickson | Sederstrom serves for-profit and not-for-profit clients of all sizes, from closely held businesses to publicly traded companies. Erickson | Sederstrom meets the legal needs of all varieties of companies, including start-ups, entrepreneurial companies and high-growth companies. Erickson | Sederstrom provides legal services to its business clients in virtually every aspect of business, including: Business Formation and Choice of Entity, Corporate Governance, Real Estate, Business Reorganization, Tax Consulting and Planning, Capital Formation, Franchising, Mergers and Acquisitions, Transition Planning and Banking Law.

Representative Clients:

West Corporation

Alegent Health

Lincoln Electric System

Scooter's Coffeehouse

Gamers

Hansen-Mueller Co.

Dahlgren & Company

Sojern

American Financial Literacy Council

Customer Service Profiles

Birddog Solutions

Capstone Technologies

Communication Services

Greater Omaha Packing

MM Finance/Midwest Check Cashing/EZMoney

National Innovation Fund

Omaha Paper Company
Oak Crest Contracting
Signature Performance

Bill Foley

Practice Areas:

Corporate and Business
Tax
Real Estate
Estate Planning

Mr. Foley's corporate and business practice includes assisting his clients and entrepreneurs in their early stage/start-up and growth businesses, including assisting in formation/choice of entity, tax, capital structure and investment, corporate governance, transition planning and merger and acquisition issues. Mr. Foley has assisted franchisors and franchisees in implementing and operating franchise businesses. Mr. Foley's legal, tax and accounting background makes him keenly aware of business issues that face business owners in today's economic environment.

Mr. Foley is a 1986 Cum Laude graduate from the Creighton University School of Law. Mr. Foley is active in the community by serving on and in leadership positions within several Boards and Advisory Boards, including Legal Aid Nebraska, Catholic Charities, Midlands Latino Community Development Corporation and Midlands Venture Forum. Mr. Foley is also a member of the Nebraska Society of CPAs and American Institute of CPAs. Mr. Foley was named a 2010 Fellow by the Nebraska State Bar Foundation.

Representative Matters:

- Coordinated and negotiated the expansion of national and regional franchisors.
- Negotiated and formalized the sale and acquisition of numerous companies, including a major sunflower seed business.
- Protested and negotiated a major property tax assessment leading to a \$5,000,000 adjustment to property value.
- Negotiated and settled significant tax issues, including Offers in Compromise and penalty abatement.

Bar Admissions and Associations:

Nebraska State Bar – 1986
Omaha Bar Association – 1986
United States Tax Court
United States Eight Circuit Court of Appeals

NEW YORK (Buffalo)

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Diane K. Church
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Andrea Schillaci
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Kevin J. Zanner
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Hurwitz & Fine, P.C. has an extensive Corporate Practice dedicated to serving the full needs of businesses and corporations of varying size and entity structure. Our practice focuses on Business Law, Business & Commercial Litigation, Commercial Real Estate Finance & Development and Estate Planning & Administration.

Business Law

Business & Corporate Law
Corporate Governance
Corporate Finance
Employment Practices
Green Business Law/Sustainability

Health Law

Healthcare Practice Formation

Tax Law

Not-For-Profit Corporation Law

** Practice group led by firm founder Robert P. Fine and firm President Ann E. Evanko*

Business & Commercial Litigation

Business & Commercial Disputes

Employment Litigation Defense

Construction Litigation

Healthcare Litigation Counseling & Defense

Administrative Regulatory Compliance

Securities Litigation

**Practice group led by Andrea Schillaci*

Commercial Real Estate Development & Finance

Commercial/Real Estate Finance

Commercial Real Estate Transactions

Real Estate Development

Economic Development & Incentives

Green/Sustainable Development

**Practice group led by Diane K. Church*

Estate Planning & Administration

Estate Planning

Estate & Trust Administration

Elder Law

Succession Planning

**Practice group led by firm founder Robert P. Fine and Lawrence C. Franco*

Robert P. Fine

Robert P. Fine concentrates his practice in Business Law and Estate Planning. He is also engaged in the areas of Corporate Finance and Health Law. He has extensive experience in the purchase and sale of business entities; business valuation; and in transactions involving major financial institutions, including industrial bond matters. He has lectured and written extensively on these subjects. Mr. Fine serves on both Federal and State judicial screening panels. Formerly counsel to the Erie County Charter Revision Commission and associate counsel to the New York State Assembly Committee on Ways and Means and the Committee on Corporations, Authorities and Commissions, he is a member of the American, New York, Florida, and Erie County Bar Associations and is named to the list of Best Lawyers in America, the Top 50 most highly regarded attorneys in the Upstate New York Edition of New York Super Lawyers, and is annually listed in the Buffalo Business First publication which lists Who's Who in Law. Mr. Fine was honored with the Distinguished Alumni Award for his valuable contributions to the legal profession and business community by the State University of New York at Buffalo School of Law, where he continues to be a member of the adjunct faculty teaching the course entitled, "Buying and Selling Businesses".

Lawrence C. Franco

Lawrence C. Franco represents clients in the full range of complex business transactions including the purchase and sale of business entities, detailed securities matters, and transactions involving major financial and commercial institutions. Mr. Franco is active in the representation of long-term business clients and frequently is engaged by clients to develop and implement succession plans for their businesses. Mr. Franco also has extensive experience in estate planning and financial administration matters. He has spoken on business topics, including business and estate planning, qualified retirement plans, and employee fringe benefits before such groups as Financial Planning Counselors of Western New York, Annual Tax Institute of the Bar Association and the Western New York Chapter of Certified Public Accountants. Mr. Franco is a Director of the Erie County Bar Association and a member of its Taxation Committee, Corporation Law Committee, and the Cooperation with the Accounting Profession Committee which he previously chaired. He is also a member of the New York State Bar Association's Banking, Corporation and Business Law Committees. Mr. Franco served as Chair of the Judging Panel of the Buffalo Niagara Business Ethics Award for 2009 and 2010. An active member of the legal community and well regarded by his peers, Mr. Franco was named one of the Top 50 lawyers in all of New York State (outside of New York City) by New York Super Lawyer's Magazine and has also been named to the list of the Best Lawyers in America and the Business First list of Who's Who in Law.

Ann E. Evanko

Ann E. Evanko is President and Managing Partner of Hurwitz & Fine, P.C. Her primary areas of practice are Employment Law, Business Law and Business & Commercial Litigation. She advises clients on all aspects of employment law issues and defends employers in the full range of litigated matters including claims of discrimination, employment contract disputes and covenants not-to-compete. She also advises clients on employment risk management and conducts in-house training programs. She is regularly engaged in the mediation of complex business, commercial and employment disputes. Ms. Evanko is a court selected mediator, having undergone extensive training through the International Institute for Conflict Prevention & Resolution, and has been a member of the United States District Court for the Western District of New York's approved Mediation Panel since its inception. She is also trained in mediation of commercial cases through the Commercial Division, Supreme Court, Erie County. Ms. Evanko also serves as a Fair Hearing Officer in connection with disciplinary and Fair Hearing proceedings. Ms. Evanko is well known and regarded in the legal community, annually being named to the list of Who's Who in Law in the local business publication Business First, and is recognized as one of the Top 25 Female Lawyers in all of Upstate New York by New York Super Lawyers Magazine and is also named to the highly prestigious list of the Best Lawyers in America.

Diane K. Church

Diane K. Church has extensive experience in handling complex commercial real estate, financing, and industrial development transactions. Her practice includes closing commercial real estate loans and other financings for local and out-of-state commercial lenders, including bank-eligible bond transactions and transactions involving not-for-profit borrowers and multi-tenant facilities. She also regularly handles federally-funded loan transactions and government funded pass-through loans and grants on behalf of local development corporations. In addition, Ms. Church is experienced in closing SBA 504 loan transactions and a variety of economic development bond and lease transactions involving property, sales and mortgage tax incentives, including transactions involving PILOT increment financing. Ms. Church also has experience in counseling local development and public benefit corporations on general corporate and compliance matters. Ms. Church is a member

of the New York State Bar Association's Real Property Section, the Erie County Bar Association's Banking Law Committee and the New York State Economic Development Council. She has been recognized in Business First Who's Who in Law in both the municipal law and banking categories and is recognized as among the top ranked attorneys listed in New York Super Lawyers Magazine for Upstate New York.

Andrea Schillaci

Andrea Schillaci heads the Hurwitz & Fine, P.C. Business & Commercial Litigation Department where her practice includes matters in the areas of contracts, healthcare, professional liability, and complex regulatory and compliance matters. She also has extensive experience in the directors' and officers' liability, errors and omissions, insurance coverage, and environmental areas. Ms. Schillaci has extensive governmental experience, having served as Senior Trial Counsel, Branch Chief and Staff Attorney with the U.S. SEC, Division of Enforcement. She previously served in the New York State Attorney General's Office, Environmental Protection Bureau, where she was responsible for the prosecution of civil and criminal environmental matters. She was also senior trial assistant in the King's County (Brooklyn) District Attorney's Office. Her investigative experience has permitted her to successfully handle risk management investigations for several public and private entities. She also regularly represents healthcare professionals in disciplinary actions, actions alleging Medicaid and Medicare fraud and abuse and licensing and credentialing matters. Ms. Schillaci represents clients in connection with investigations by the United States Securities and Exchange Commission and other regulatory agencies and entities. She has also represented product manufacturers, distributors, employers and property owners in complex environmental claims including CERCLA cost recovery, SEQR and riparian rights. Ms. Schillaci was named one of the Top 25 Female Attorneys in all of New York State (outside New York City) by New York Super Lawyers Magazine.

Kevin J. Zanner

Kevin J. Zanner is a member of Hurwitz & Fine, P.C.'s Business/Corporate and Economic Development Practice Groups. He regularly works with business and non-profit organizations on entity formation and business structuring, contract matters, mergers, acquisitions and similar corporate transactions, employment, licensing and regulatory compliance matters. Mr. Zanner's practice also includes the representation of public sector economic development agencies. In that capacity, Mr. Zanner has worked on numerous transactions involving the remediation, acquisition and sale of brownfield properties, construction, financing and debt-restructuring arrangements, contract matters, procurement, and private and governmental grant program transactions. He has also assisted public sector agencies regarding federal and state regulatory requirements, including compliance with Public Authorities Act requirements. Mr. Zanner serves as Secretary of the Buffalo Urban Development Corporation and the Buffalo Brownfield Restoration Corporation.

NORTH CAROLINA

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Our firm represents clients with intellectual property portfolio management, infringement prosecution and defense, opposition and cancellation proceedings, online brand protection, licensing agreements, and contract disputes. We have represented clients before the United States Patent and Trademark Office (USPTO), Trademark and Trial Appeal Board (TTAB), National Arbitration Forum (NAF), World Intellectual Property Organization (WIPO), and state and federal courts throughout the country. IP clients include financial institutions, real estate and construction companies, furniture companies, and automotive and consumer product manufacturers. Our firm also does substantial real estate work.

Pankaj K. Shere

Mr. Shere is a partner in the Raleigh office of Cranfill Sumner & Hartzog LLP. Pankaj regularly counsels and represents companies in intellectual property, product liability, construction, and business litigation matters. Coming from a science background, Pankaj also works closely with the health care industry and frequently lectures on complex medical-legal issues that impact providers in all areas of medicine.

Mr. Shere, a seasoned trial attorney, represents a wide-range of industries, including pharmaceutical companies, academic medical centers, automotive and consumer product manufacturers, furniture importers, and financial institutions. Diverse in skill set, Pankaj helps clients with intellectual property portfolio management, infringement prosecution and defense, opposition and cancellation proceedings, online brand protection, licensing agreements, and contract disputes. He also works with commercial real estate owners, project developers, and general contractors on construction defect issues, lien rights, contract preparation and review, and project funding.

Mr. Shere appears before the United States Patent and Trademark Office (USPTO), Trademark and Trial Appeal Board (TTAB), National Arbitration Forum (NAF), World Intellectual Property Organization (WIPO), and state and federal courts throughout the country.

Representative Matters

- Defend manufacturers in a wide variety of product liability claims involving pharmaceutical drugs, medical devices, and automotive parts
- Defend automobile manufacturers in state lemon law claims and alleged violations of UCC and Magnuson-Moss Warranty Act
- Trial counsel for automobile manufacturer in federal trademark infringement matter
- Defend major academic medical centers and health-care providers in medical negligence claims
- Counseling on trademark and copyright issues involving parallel importation/reimportation of consumer goods
- Advising and representing international bank and pharmaceutical companies in all US and international aspects of trademark clearance, application filing and prosecution, and opposition, cancellation, and invalidation proceedings before the USPTO/TTAB
- Trial counsel for furniture importer in federal copyright infringement matter
- Defend textile manufacturer and importer in federal copyright infringement matter
- Manage domain name and internet trademark infringement prosecution for international bank and pharmaceutical companies
- Trial counsel for national general contracting company in commercial real estate construction and contract disputes

Professional, Civic and Community Activities

- North Carolina Bar Association
- Member and Editor of Litigator (2005-2007)
- Council Member, North Carolina Litigation Section Council (2007-2010)
- North Carolina Association of Defense Attorneys
- Georgia Bar Association
- American Bar Association
- Defense Research Institute

SOUTH CAROLINA

Frederick A. Crawford
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Richardson, Plowden & Robinson, P.A., is recognized as one of South Carolina's premier law firms, providing legal counsel to corporate and business clients on a local, state, national, and international level. With more than 30 experienced attorneys, Richardson Plowden has a variety of corporate law capabilities, encompassing more than 25 practice areas. The depth and range of our experience is a true benefit to our clients, particularly those whose cases are complex. Our practice groups work as integrated, multidisciplinary teams in the areas of:

- Alternative Dispute Resolution with 11 certified arbitrators and mediators
- Bankruptcy/Foreclosure/Collections/Creditors' Rights
 Bankruptcy and Creditors' Rights
 Collections and Foreclosures
- Business & Corporate Law/Estate Planning & Probate/Real Estate/Taxation
 Banking and Financial Transactions
 Business and Commercial Transactions
 Corporate Law
 Estate Planning and Probate Administration
 Real Estate
 Tax Planning and Controversy
- Construction Law
 Contract Negotiation

Construction Litigation
Federal, State and Local Procurement
Fidelity and Surety

- Employment Law
Employment Law
Workplace Disputes and Civil Rights
- Government Relations
Administrative and Regulatory
Election Law
Legislative and Governmental Relations
- Healthcare Law
Contracts
Stark and Anti-kick Analysis
Compliance
Physician Practice Acquisition
- Medical Malpractice
Medical Malpractice Defense
Nursing Home Litigation
- Litigation
Appellate
Civil Rights
Commercial
Environmental/Toxic Torts
Governmental Liability Defense
Insurance Defense
Products Liability
Professional Malpractice
Schools
Transportation
Workers' Compensation Defense

Richardson Plowden services a variety of clientele from mid-sized businesses to large corporations. Our current clients include regional banks, national and local insurance companies, and some of the largest hospitals in the state of South Carolina. We also work with South Carolina government offices, nursing homes, automobile dealerships, and local construction development groups.

Frederick A. Crawford

Practice Areas

Accounting Malpractice Defense
Business, Contract and Corporate Law
Estate Planning and Probate Administration
Healthcare Law
Mergers & Acquisitions (including Asset and Stock Purchase Agreements)

Education

University of Virginia (B.S., Commerce, major in accounting, 1976)
University of South Carolina (J.D., 1979)
American Jurisprudence Award in Constitutional Law (twice)
Passed Certified Public Accountant (CPA) Examination (1978)

Bar Admissions

1979, South Carolina
U.S. District Court, District of South Carolina
U.S. Court of Appeals, Fourth Circuit
U.S. Supreme Court

Other Professional

Law Clerk to South Carolina Circuit Court Judge James H. Price, Jr. (1979-1980)

South Carolina Bar

- Commercial Law Committee, Chairman of Section on Corporations, Banking and Securities Law (1991-1992)
- Hospital and Healthcare Law Committee

Richland County Bar Association
American Health Lawyers Association
Columbia Estate Planning Council
Listed in 2010 Best Lawyers in America ®

AV rating by Martindale Hubbell – 15 consecutive years

Publications

Author, "Appeals Court Weighs In on Stock Valuation," SC Lawyer, March 2000.

Recent Seminar Presentations

09/16/10 – Medical Practice Sales Issues. . Sponsored by: SCACPA

10/20/09 – Risk Management for Accountants with Personal Financial Planning Practices.
Sponsored by: SCACPA

9/17/09 – Mitigating CPA's Malpractice Risk in Expert Witness Testimony.
Sponsored by: SCACPA

Frederick Crawford is a shareholder of Richardson Plowden & Robinson, P.A. in the Columbia office. He focuses his practice on accounting malpractice defense, business, contract and corporate law, estate planning, probate administration, hospital/healthcare law, and mergers and acquisitions. He also represents dentists, hospitals and physicians and provides counsel on matters including, but not limited to, Anti-kickback Safe-harbors, Certificate of Need (CON), Corporate Compliance and Stark exceptions. He has substantial experience in estate planning, financial transactions and contract negotiations, including exclusive service contracts and joint ventures with an emphasis in healthcare.

Mr. Crawford's experience includes:

- Representation of the largest healthcare system in South Carolina since 1980.

He served as a principal member of the legal team that successfully "merged" Baptist Healthcare System of South Carolina, Inc., and Richland Memorial Hospital into Palmetto Health, a 1,247-bed nonprofit hospital system, in 1997. The transaction involved anti-trust analysis, contract, CON, Certificate of Public Advantage, constitutional and regulatory issues.

- Successful representation of Governor Carroll A. Campbell in decennial reapportionment of the S.C. House, Senate and Congressional Districts from 1990 to 1993.
- Successful prosecution of collection action in the case R.C. McEntire and Company v. Eastern Foods, Inc., 702 F.2d 471 (1983). The case reaffirmed doctrine of "defacto merger" in South Carolina.
- Successful representation of former Athletic Director of the University of South Carolina in breach of contract against the University in 1989.
- Successful representation of University Athletic Director before National Collegiate Athletic Association (NCAA) in 1990.
- Representation of accountants across South Carolina in the defense of malpractice claims, peer review and subpoena compliance. In 2005, he defended and obtained a favorable settlement for an accounting firm in a multi-million dollar malpractice action.
- Defended and obtained favorable settlement for an attorney in a multi-million dollar legal malpractice action in 2006.

Mr. Crawford earned a bachelor's degree in commerce with an emphasis on accounting from the University of Virginia in 1976. In 1979, he received his juris doctor from the University of South Carolina School of Law. Mr. Crawford is a frequent speaker at continuing education seminars and other professional groups.

Steve Pugh

Mr. Pugh serves as the Firm liaison with The Harmonie Group, an affiliation of independent law firms practicing in all 50 states which provide a broad spectrum of legal services to corporations, insurance companies and claims administrators. Please contact him for direction to one of their corporate attorneys.

SOUTH DAKOTA

Patrick G. Goetzinger
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David E. Lust
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440 Mount Rushmore Road
Rapid City, SD 57709-8045
(605) 719-3484
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Patrick G. Goetzinger

Practice Areas

- Mergers Acquisitions & Divestitures
- Probate
- Real Estate
- Agricultural Law
- Estate Planning
- Business Law
- Charitable Giving
- Estate Administration
- Guardianship & Conservatorship Administration
- State & Local Taxation
- Trusts & Estates
- Wills
- Business Transactions
- Family Limited Partnerships
- Nonprofit and Charitable Organizations
-

Patrick G. Goetzinger is a partner in the Rapid City law firm Gunderson, Palmer, Nelson & Ashmore, LLP where he leads the firm's Business and Estate Planning Group and serves on the firm's Executive Committee. He practices in the areas of business and estate planning with a focus on family run businesses, affluent individuals, business transactions, and real property law. Pat is on the Board of Directors of the South Dakota Bar Foundation, a Fellow in the American College of Trust and Estate Counsel, past Chair of the Business Law Committee Property, Probate and Trust Section of the South Dakota State Bar, serves on several non-profit boards and is listed among the Best Lawyers in America in the categories of Real Estate Law, Corporate Law, Land Use and Zoning Law, Mergers and Acquisitions Law and Non-Profit Charities Law, Chambers USA, America's leading Lawyers for Business in the categories of Corporate/Commercial Law and Real Estate Law. Pat is a lifetime member of the Mt. Rushmore Society.

Through his service to the State Bar Association and the Governor's Task Force on Trust Reform and Administration, Pat has been actively involved in trust and business legislation passed in the past several years. As a lecturer, program chair, moderator, or panelist, Pat has participated in continuing legal education programs at the state and national level educating attorneys and other planning professionals on a wide variety of estate planning and business related topics.

David E. Lust

Practice Areas

- Business Planning
- Business Transactions
- Administrative Law
- Banking Law
- Business Law
- Commercial Litigation
- Construction Law
- Contested Wills
- Family Business Law
- Family Limited Partnerships

- Mergers Acquisitions & Divestitures
- Civil Litigation

David E. Lust is a partner in the Rapid City law firm Gunderson, Palmer, Nelson & Ashmore, LLP and is a member of the firm's Business Transactions & Estate Planning group where he assists businesses and individuals with their legal and business planning needs. David also has considerable experience in business litigation.

David is an active member of various legal groups and organizations including the National Conference of Commissioners on Uniform State Laws (NCCUSL), the Business Law Section and the Bench-Bar Liaison Committee of the State Bar of South Dakota. He is also a member of the Business Section of the American Bar Association and was the South Dakota representative for the development of the Revised Model Business Corporation Act. David is currently serving in the South Dakota House of Representatives as Majority Leader, and was appointed to the Governor's Task Force on Trust Administration in the fall of 2010. David has also served on the boards of the Rapid City Junior Achievement (past Chairman), Big Brother/Big Sister of the Black Hills, and the Northern Plains Eye Foundation.

A graduate of Dartmouth College in 1990, David worked in Chicago for several years for an international development consulting firm, which included extensive work in Europe and Latin America. He earned his Juris Doctor from the University Of South Dakota School Of Law in 1997. Prior to joining Gunderson, Palmer, Nelson & Ashmore, LLP, he served as a law clerk for United States District Court Judge Richard H. Battey. David is licensed to practice law in the federal and state courts of South Dakota.

Practice Areas:

Business Transactions
 Business Planning
 Business Litigation

Member:

-Pennington County Bar Association
 -Minnesota State Bar Association
 -American Bar Association
 -State Bar of South Dakota
 -Business Law Section of State Bar of South Dakota
 -Young Lawyers Section, Board of Directors

Admitted to the Bar:

-South Dakota - 1997
 -Minnesota - 1999
 -U.S. District Court, District of South Dakota

Law School:

University of South Dakota, J.D., summa cum laude, 1997 Member, Sterling Honor Society

College:

Dartmouth College, B.A., 1990

Biography:

- Law Clerk, Chief United States District Judge Richard H. Battey, 1997-1999
- Legal Instructor, National American University, 1998-1999
- Legal Extern, United States District Judge James Ideman, Los Angeles, CA, 1995

Publications:

Case Note Author, 42 South Dakota Law Review 508, 1997

TENNESSEE

George T. "Buck" Lewis
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Our firm has significant expertise in mergers and acquisitions, intellectual property, banking and securities. Our merger and acquisition experience includes stock and asset acquisitions, mergers, going-private transactions, corporate spinoffs and joint ventures, both domestic and international. Our intellectual property group undertakes responsibility for the protection of inventions and other forms of intellectual property for clients ranging from startups to Fortune 500 companies. We obtain, defend and enforce patents, trademarks and copyrights in the United States and internationally. The firm has developed relationships with intellectual property lawyers in many major foreign countries, and has facilitated applications, patents and registrations for trademarks in over 80 foreign jurisdictions. Our intellectual property group has a core group devoted solely to the biotechnology, pharmaceuticals, and medical device industry, and we have another separate group for the energy industry.

Our clients include Bayer AG, First Tennessee Bank, Hunter Fan Company, Rexel, Inc., Stewart Water Solutions, and Thiele Kaolin Company. With respect to the banking industry, we represent banks, thrifts, commercial lenders and other financial institutions, and have a number of lawyers who are recognized as leaders in the areas of financial institution regulatory matters, lending, structure, finance, securitization, and mortgage repurchase claims. Representative clients include First Tennessee Bank, Odessa Corporation, Morgan Keegan & Co., and SunTrust Bank. With respect to securities and corporate governance, we have more than 150 business attorneys who provide solutions to business clients, whether publically or privately held.

George T. "Buck" Lewis

George T. "Buck" Lewis, shareholder in the Memphis office and chair of the Appellate Practice litigation group, focuses his practice on complex business, personal injury, insurance coverage, Consumer Protection Act, health care and class action litigation. He also has extensive experience in

the areas of securities and governmental law. He is the former chair of the Litigation Department and the Business Litigation group.

Mr. Lewis served as President of the Tennessee Bar Association from June 2008 through June 2009. In April 2009, Mr. Lewis was appointed by the Tennessee Supreme Court to the newly-created Tennessee Access to Justice Commission, in July of 2009 and June of 2010, his fellow Commissioners elected him Vice Chair of the Commission. The Supreme Court recently reappointed him to a three-year term on the Commission. From 2004-2005, he served as President of the Memphis Bar Foundation.

In 2006, the Tennessee Judicial Selection Commission recommended Mr. Lewis to the Governor for appointment to the Tennessee Supreme Court. He has been listed in *The Best Lawyers in America*® since 2007 in the areas of Appellate Law, Bet-the-Company Litigation, Commercial Litigation, Personal Injury Litigation and Mass Tort Litigation, and in *Mid-South Super Lawyers* in the area of Business Litigation since 2006. In 2007 and 2010, Mr. Lewis was named to the Honor Roll of the American Bar Association Torts and Insurance Practice Section.

He was appointed by the Governor in 1991 to the Appellate Court Nominating Commission. In 1994, the Tennessee House Speaker appointed him to the Judicial Selection Commission, where he served as Vice-Chair from 1994 to 1995 and as Chair from 1995 to 1996. The Tennessee Supreme Court appointed him to the Board of Directors of Tennessee's Lawyers Fund for Client Protection in 1991, and to the Supreme Court Advisory Commission on Rules of Trial and Appellate Procedure in 1999. In August of 2009, he was appointed to the TBA Judicial Conduct Committee. Mr. Lewis was named Boss of the Year in 1995 by the Memphis Legal Secretaries Association.

While in the joint J.D./M.B.A. program at the University of Tennessee, he served as Vice-Chair, and then Chair, of the Moot Court Board. He was also a member of the Securities Law Moot Court Team in 1978 and Labor Law Moot Court Team in 1979. From 1980 to 1981, Mr. Lewis served as law clerk for the Honorable Frank Drowota, Tennessee Supreme Court.

Recent Representative Matters

- Represented an automobile dealership in a putative class action seeking certification of approximately 14,000 class members challenging a charge imposed by the dealership under the Tennessee Consumer Protection Act and Common Law Fraud. The Supreme Court reversed the trial court, holding that class actions were not allowed under the Tennessee Consumer Protection Act and that this case, which was based upon oral representations, was not suitable for class certification under the common law.
- Represented a national property and casualty insurance carrier in a nine-day jury trial. Plaintiff, a local physician's widow, sued the carrier for bad faith and violation of the Tennessee Consumer Protection Act for denying a claim for benefits following an extensive fire in her home. Plaintiff claimed the fire was caused by electrical problems. The defense presented cause and origin experts and electrical engineers who testified the fire was caused by arson. The jury returned a verdict in favor of the defendant in one hour.
- Represented a global automobile and truck manufacturer with respect to a nationwide class action alleging defective brake assemblies with respect to one of the manufacture's truck lines. The client removed the case from state to federal court under the Class Action Fairness Act and filed a motion to dismiss the plaintiff's claims under the Tennessee Consumer Protection

Act and Common Law Fraud. Following the filing of the motions to dismiss and supporting memoranda, plaintiffs filed a Notice of Voluntary Dismissal.

- In a case of first impression in the Sixth Circuit, obtained ruling establishing the standard of review to be used by a District Court in the Sixth Circuit in reviewing a decision by a United States Bankruptcy Court.
- Obtained favorable settlement in case where a Chancellor held that a Chancery Court could properly review whether a state complied with procedural due process in awarding its first private prison contract.
- Served as lead counsel in case before the Tennessee Supreme Court in which the Court held that a physician could not properly enter into a contingent fee arrangement to serve as an expert witness for his/her patient.
- Obtained summary judgment in representation of a state automotive association against allegations that all automobile dealerships in the state illegally passed on the business tax to purchasers of vehicles in the state.
- On appeal of a matter originally tried by another firm, obtained a reduction in judgment to \$500,000 from the original \$14 million in compensatory and punitive damages. The decision was significant on several issues including the definition of a trade secret, the damages available under Rule 65 for wrongfully obtaining a temporary injunction, and the extent to which damages must be reasonably specific in order to be sustained as a remedy.

Publications

- As President of the Tennessee Bar Association, Mr. Lewis authored the President's Perspective column, which is published monthly in the *Tennessee Bar Journal*. To read these columns, please go to "[President's Perspective](#)."
- ABA Counsel of Appellate Lawyers' Appellate Practice Book, author of Tennessee chapter, "The Insider's Guide to the Tennessee Appellate Courts," ABA Appellate Judges Conference, (scheduled for publication in 2010)
- "Connections and Cash Should Not Decide [Judicial Selection]," *The Chattanooga Times* (May 3, 2009)
- "Merit Selection Ensures Talented Bench," *The Commercial Appeal* (March 2009)
- "Tennessee Supreme Court Holds Class Actions Are Not Allowed Under Tennessee Consumer Protection Act," *Tennessee Chamber of Commerce & Industry Business Insider* (November/December 2008)
- "Recent Developments in Insurance Coverage Litigation," *Tort Trial & Insurance Practice Law Journal* (Spring 2008)

Speaking Engagements

- Presenter – "Proposed New Code of Judicial Conduct," Annual Memphis Bar Association Ethics and Professionalism seminar (November 9, 2010)
- Presenter – "Interlocutory Appeals," Tennessee Bar Association Appellate Practice CLE "Supreme Court Boot Camp," (October 5, 2010)
- Presenter – "2010 Amendments to Rules of Civil and Appellate Procedure," Memphis Paralegal Association (August 18, 2010)
- Presenter – "Lawyers in Leadership Roles in Times of Crisis," Tennessee Bar Association Annual Convention (June 2010)
- Presenter – "Appellate Practice," Memphis Paralegals (February 26, 2010)
- Presenter – "Tennessee Insurance Law Update," Barristers Educational Services (December 29, 2009)

- Presenter – "Electronic Discovery Under The New Tennessee Electronic Discovery Rules," Memphis Bar Association (November 10, 2009)
- Presenter – "Changes in the Tennessee Rules of Civil Procedure," Greater Memphis Paralegal Alliance (May 20, 2009)
- Presenter – "Trial Practice for Today's Litigator," Tennessee Bar Association (April 24, 2009)
- Speaker – "Leaving A Proud Enduring Legacy By Joining The Fight For Equal Access To Justice," Tennessee Bar Association Leadership Conference (January 2009); Nashville Bar Association Pro Bono Campaign lunch (March 2009)
- Speaker – "Appellate Practice," 25th Annual Tennessee Bar Association Academy (December 16, 2008)
- Speaker – "Appellate Practice from Trial to Oral Argument," Memphis Bar Association (April 2008)
- Speaker – "Securing the Advantage in the Defense Costs Tug-of-War," American Bar Association Torts and Insurance Litigation Section's 16th Annual Insurance Coverage Litigation Program (February 2008)

Professional Honors & Activities

- Recipient – American Bar Association Tort Trial & Insurance Practice Section Public Service Honor Roll Award, 2009 and 2010
- ABA House of Delegates, 2000-2006; Elected 2010 for new term
- Tennessee Bar Association (President, 2008-2009; Vice-President, 2006-2007 and 2007-2008; Board of Governors; Operations Committee Chair; Chair, Disaster Preparedness Committee Chair; Judicial Campaign Ethics Committee; Task Force on Judicial Conduct; Executive Committee, Appellate Practice Section)
- Memphis Bar Association (former member Board of Directors and Board Executive Committee)
- Vice Chair – Tennessee Supreme Court's Access to Justice Commission (appointed to Commission April 3, 2009, and elected Vice Chair July 2009 and re-elected June 2010); Chair of Pro Bono Attorney Involvement Committee (appointed April 29, 2009)
- President – Tennessee Legal Community Foundation (2009-2010)
- Board Member – Tennessee Supreme Court Historical Society
- National Conference of Bar Presidents' Diversity and Program Committees
- Southern Conference of Bar Presidents
- Recipient – Memphis Bar Association W. J. Michael Cody Pro Bono Award (2008)
- Recipient – Baker Donelson's Memphis Office Pro Bono Award (2010)
- Chair – Memphis Area Legal Services fundraising drive (2011); Co-Chair (2010)
- Past-President – Memphis and Shelby County Bar Foundation
- Fellow – Litigation Counsel of America
- Former Member – Tennessee Appellate Court Nominating Commission (1991-1994)
- Recipient – University of Tennessee College of Law Outstanding Service Award (1998)
- Recipient – Tennessee Supreme Court Outstanding Service Award (1996)
- Fellow – American Bar Foundation
- Fellow – Tennessee and Memphis Bar Foundations
- Member – Tennessee Supreme Court Advisory Commission on Rules of Civil and Appellate Procedure (1999-2009); Electronic Discovery Committee (2007)
- Former Member – Tennessee Judicial Selection Commission (1994-2001); Chair (1995-1996); Vice Chair (1994-1995)

- Member – University of Tennessee College of Law Alumni Council (since 1994); Chair (1994-1998)
- Former Vice Chair – Tennessee Lawyers Fund for Client Protection (1991-1996)
- Leadership Memphis (1995)
- Recipient – Memphis Legal Secretaries Association Boss of the Year Award (1994)
- Recipient – University of Tennessee College of Law Alumni Leadership Award (1988)

Admissions

- Tennessee, 1980
- U.S. District Court, Western and Middle Districts of Tennessee, 1980
- U.S. Court of Appeals, Sixth Circuit, 1980
- U.S. Supreme Court, 1980

Education

- University of Tennessee, J.D., 1980
- University of Tennessee, M.B.A., finance concentration, 1980
- University of Tennessee, B.S. in Business Administration, 1976

TEXAS (DALLAS)

Dwayne J. Hermes
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With so many responsibilities on your plate, you need a law firm to keep up with your corporate legal needs, so you can focus on managing your company. That's why Hermes Sargent Bates is the right choice to be your corporate counsel. HSB's corporate law practice group represents both private and public companies, from local startups and franchises to U.S. subsidiaries of international companies. Our attorneys understand and provide counsel to clients at every stage of the corporate life cycle.

Our attorneys will help you with mergers and acquisitions, corporate debt and liability, and the additional host of other transactions and legal issues related to day-to-day business operations. We have the experience and resources to effectively handle your business formation, contract drafting and review, indemnification and insurance coverage questions and issues related to your directors

and/or officers. We can establish executive codes of conduct and executive compensation plans, advise clients on how to avoid misconduct and establish internal processes for regular auditing and investigation related to allegations of misconduct.

We are comfortable representing our corporate clients in front of state and federal agencies, financial institutions and review boards and members of the judiciary. We are prepared to handle a broad spectrum of corporate and business matters as lead counsel, trusted advisor or zealous advocate.

Dwayne J. Hermes

“My goal is to be competitive and win without being rude or unprofessional. I give the client’s representation everything I have, while working to maintain a ‘big picture’ life perspective. Doing so helps me be more responsive, positive and successful over the long term.”

Practice Areas

Products Liability • Construction • Commercial Litigation • Professional Liability • Mass Tort Litigation • Environmental/Toxic Tort Litigation • Securities Litigation • Premises Liability • Sports & Entertainment

Dwayne J. Hermes is a founding partner in the law firm of Hermes Sargent Bates, LLP. His practice includes representation of clients in multiple areas of trial practice including commercial litigation, construction defects, sports & entertainment, professional liability, products liability, mass torts and other areas of general negligence.

Representative Experience

- Represented local affiliate of a national non-profit in connection with numerous negligent hiring and supervision claims made by numerous victims' families from a total of more than forty alleged victims. Claims settled after a two month trial process that concluded with a verdict substantially less than amount sought by prominent plaintiffs' attorney on behalf of the victims.
- Favorably resolved a half billion dollar products liability suit arising from a pipeline rupture after developing a causation defense with an extraordinary “dream team” of defense experts and filing a dispositive motion that likely would have disposed of some or all of the plaintiff’s claims as a matter of law.
- Counseled and defended numerous construction clients in cases alleging construction defects and resulting mold growth.
- Obtained a court dismissal with prejudice of malpractice claim against an architect for alleged defective design under the new “Certificate of Merit” legislation.
- Tried a products liability case, which had allegedly caused property and personal injury damages, to a directed verdict for the product defendant based on the court’s determination of no evidence of a product defect while the plaintiff proceeded to obtain a judgment against the co-defendants.
- Enforced covenants not to compete in employment contracts against former employees who went to work for competitors.
- Favorably resolved a multi-million dollar default judgment against a third party administrator’s insureds and the subsequent bad faith suit for the cost of defense.

- On a large commercial claim of business interruption and financial loss, won summary judgment on a client's statute of limitations defense and successfully defended the appeal despite the claimant's assertion of equitable estoppel bar.
- Won a special appearance and obtained a complete dismissal of the product wholesaler and distributor in a severe personal injury case, based upon lack of personal jurisdiction over client.
- Won a no evidence summary judgment for the insurance agent client on the claimant's allegation of wrongful disclosure of potential insured's HIV-positive status.
- Successfully defended a former officer and director of a defunct technology company against claims of state statutory and common law fraud, negligence, negligent misrepresentation and breach of fiduciary duty in separate suits brought by the bankruptcy Trustee and approximately 100 former shareholders.
- Concluded a claim against a prominent law firm with a confidential mediated settlement agreement, involving allegations of errors and omissions stemming from a merger of a privately held company with a publicly traded company where stock was exchanged for the private company. While there were many facets to this very complex litigation, aspects of the case focused upon financial institutions, 10Ks, 5Qs, initial public offerings, possible SEC violations, SEC reporting and restrictions on stock trading.
- Represented a purchaser, both in his individual and corporate capacity, in a suit brought by the investment banking firm which was seeking its fee for its assistance in completing the multimillion dollar acquisition of a manufacturing company with extensive assets and numerous locations throughout the United States. While defending the purchaser against the claim for fees by the investment banking firm, also represented the individual and company on their counterclaim for negligence due to inadequate due diligence and negligent investment advice.
- Tried two week long jury trial involving insurance bad faith, child sex abuse and legal malpractice to a complete defense verdict on behalf of one lawyer defendant, while also obtaining a favorable opinion from the Texas Supreme Court finding no personal jurisdiction over another lawyer defendant.
- Acted as trial court counsel on the following published legal opinions: *Byrd v. Woodruff*, 891 S.W.2d 689 (Tex. App.--Dallas 1994, writ dismissed by agreement); *Besing v. Vanden Eykel*, 878 S.W.2d 182 (Tex. App.--Dallas 1994); *Mackie v. McKenzie*, 900 S.W.2d 445 (Tex.App. --Texarkana 1995); *Haussecker v. Childs*, 935 S.W.2d 930 (Tex. App.--El Paso 1996); *Nikolai v. Strate*, 922 S.W.2d 229 (Tex. App.--Fort Worth 1996); *Jatoi v. Decker, Jones, McMacklin, Hall & Bates*, 955 S.W.2d 430 (Tex. App.--Fort Worth 1997); *Delp v. Douglas*, 948 S.W.2d 483 (Tex. App.--Fort Worth 1997); *General Motors Acceptance Corp. v. Crenshaw, Dupree & Milam, L.L.P.*, 986 S.W.2d 632 (Tex. App.--El Paso 1998, petition denied); *Childs v. Haussecker*, 974 S.W.2d 31 (Tex. 1998); *Douglas v. Delp*, 987 S.W.2d 879 (Tex. 1999); *Lowe v. Teater*, 1 S.W.3d 819 (Tex. App. --Dallas 1999) *Transit Mix Concrete & Materials Company v. Johnson*, 205 S.W.3d 92 (Tex. App. -- Eastland 2006).

Bar Admissions

- State Bar of Texas, 1985
- United States District Courts for the Northern, Southern, Eastern and Western Districts of Texas

Education

- Bachelor of Arts Degree, with honors, from University of Texas, 1981
- Juris Doctor Degree from the University of Houston, 1985

Awards & Recognitions

- Rated AV by Martindale-Hubbell
- “Texas Super Lawyer” - Texas Monthly and Law & Politics Magazine, 2004 - 2010
- Recognized as a Barrister of the William Mac Taylor 112th Inn of Court

Publications & Presentations

- Co-Author, “An Update on ESI Preservation and ‘Litigation Holds’ Guidelines,” July 2010
- Speaker, “Expert Witness Best Practices,” EFI Global Annual Managers Meeting, March 2009
- Speaker, “ADR: The Mediation Expert,” NAMIC 2009 Claims Conference, February 2009
- Co-author and Speaker, “Economics of Litigation Management,” Council on Litigation Management, December 2008
- Co-author, “Leveling the Legal Malpractice Playing Field: Reverse Bifurcation of Trials,” St. Mary’s Law Journal, Vol 36, No 4. 2005; Co-presenter at the Professional Liability Symposium in spring of 2005
- Author and co-author of papers and manuals on legal malpractice, e-discovery, products liability, construction issues and litigation skills. These include the Texas Products Liability Manual and the Texas Construction Manual
- Lecturer, on various areas of the law including trends in legal malpractice defense, products liability, the Deceptive Trade Practices Act, personal injury defense, mold claims, construction liability, professional liability, alternative dispute resolution, expert selection and more
- He has taught at legal ethics and malpractice prevention seminars and has been a faculty member for the Texas Association of Defense Counsel’s Annual Trial Academy

Memberships

- State Bar of Texas, Member
- The Harmonie Group, Member; Chair of the Litigation Practice Issues Committee; Past President and Board Member
- Texas Collaborative Law Council, Inc., Member
- American Bar Association, Member, Business Law Section; Member, Litigation and Construction Industry Section
- Dallas Bar Association, Member, Construction Section
- Texas Association of Defense Counsel
- Dallas Association of Defense Counsel
- Council on Litigation Management, Member
- International Association of Defense Counsel, Member, Legal Malpractice and Products Liability Committees and Chairman of the Membership Committee for Northeast Texas
- Defense Research Institute, Associate Member
- Texas Bar Foundation, Life Member, the premier charitable organization for attorneys in Texas
- The Aidmatrix Foundation, Governor’s Advisory Board
- Volunteer Center of North Texas, Member, Board of Trustees, Co-chair of the Advancement Committee
- Honduran Catholic Foundation, Member
- University of Texas at Austin, Library Advisory Council

Adam B. Reed

Practice Areas

Transportation • Corporate • Sports & Entertainment • Commercial Litigation • General Liability

Adam Reed's work is primarily devoted to working within the firm's transportation practice group.

Representative Experience

- Counseled numerous clients in corporate formation and governance issues and drafted formation and governance documents.
- Experienced in drafting documents associated with mergers and acquisitions on behalf of clients.
- Advised clients regarding entity selection, corporate structure, and corporate leadership arrangements in order to minimize risk and maximize efficiencies.
- Experienced in forming Credit Services Organizations ("CSO") as well as payday loan lending.
- Successfully represented a number of large motor carriers in Texas, Oklahoma and Louisiana in cases involving serious bodily injury and/or multiple fatalities.
- Obtained a No-Evidence Summary Judgment for a client involving the Fair Credit Reporting Act.
- Obtained a Traditional and No Evidence Summary Judgment based on a wrongful repossession of property.
- Obtained favorable recovery for client on a DTPA, Breach of Warranty and other claims.
- Successfully represented a number of entertainment venues in dram shop liability matters.
- Obtained large monetary award in breach of contract action through arbitration on behalf of international staffing company.
- Acts as general counsel for a number of transportation companies, counseling them on regulatory compliance and risk management issues.

Certifications

- National Football League Players Association (NFLPA) Contract Advisor

Bar Admissions

- Oklahoma Bar Association, 2007
- State Bar of Texas, 1997
- United States Fifth Circuit Court of Appeals
- United States District Courts for all the Districts of Texas
- United States District Courts for the Northern and Eastern Districts of Oklahoma

Education

- Bachelor of Arts Degree, summa cum laude, from Austin College, 1994
- Juris Doctor Degree, cum laude, from Texas Tech University School of Law; Articles Editor for the Law Review, Officer of the Student Bar Association, 1997

Awards and Recognitions

- "Texas Rising Star" - Texas Monthly and Law & Politics Magazine, 2005, 2007- 2010
- Rated BV by Martindale-Hubbell

Publications & Presentations

- Presenter, "How to Handle Tow Companies," Northwest Arkansas Transportation Seminar, September 24, 2009

- Author and presenter of "What to do within the first 24 hours of a transportation claim," presented at the Dallas Chapter of the International Blue Goose Society in March 2007 and April 2006
- Featured in Small Firm Business magazine's article "Ready to Play," June 2006
- Presenter, "Uninsured, Underinsured, and Accident Litigation," at the Lorman Seminar 2006
- Author and presenter, "How to Avoid the Courthouse as Much as Possible: An Update in Anti-Discrimination Law," Hermes Sargent Bates Employment Law Conference, 2005
- Author, "Defending the Lender: A Primer on Negligent Entrustment"
- Presenter, "Defending the Low Impact Questionable Injury Case," as part of Auto Insurance: Uninsured, Underinsured, and Accident Litigation in Texas, Lorman Education Services, 2005

Memberships

- State Bar of Texas
- Dallas Bar Association
- Dallas Association of Young Lawyers
- Defense Research Institution
- Federal Bar Association
- DAYL Foundation, Fellow
- Trucking Industry Defense Association
- Shakespeare Dallas, Member, Board of Directors

TEXAS (HOUSTON)

Michael Bowdoin
 Brown Sims, P.C.
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 Tenth Floor
 Houston, Texas 77027
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Brown Sims provides comprehensive legal services to corporate and business clients, including both small closely held corporations and large publicly traded entities. Our services include advice on the choice of business entity, drafting of organizational documents, creation of subsidiaries, preparation of shareholder agreements, resolution of shareholder disputes, corporate succession planning, reorganizations, dissolutions, and franchising.

Representative Corporate Clients

Air France
 Apartment Investment and Management Company
 Atofina
 Brown & Root, Inc.
 Casey Electric, Inc.

Ceres Gulf, Inc.
Constitution State Services
Equilon Enterprises LLC
Global Industries, Ltd.
Gulf Copper
Gulfcoast Marine
Haliburton Company
Hailburton Energy Services, Inc.
Hoyer Global (USA), Inc.
International Solutions
International Technology Corporation
Jiffy Lube International, Inc.
Kohl's Department Stores
Lennox Industries
McDermott, Inc.
Mobile Mini, Inc.
National Steel Erectors, Inc.
Pennzoil-Quaker State
Petro United Terminals, Inc.
Port Container Industries
Pride International, Inc.
REOC Property Services, L.L.C.
Shaw Environmental, Inc.
Shell Oil Company
24-Hour Fitness
TECO Energy, Inc.
The Shaw Group, Inc.
Tidewater Inc.
Turner Industries
Union Pacific Resources Company
United National Group
Veritas DGC
Weeks Marine, Inc.
Workplace Staffing Solutions

Michael Bowdoin

Areas of Practice

Business/Corporate
Real Estate/Transactional
Toxic Tort/Environment
Construction Defect Litigation
Financial Institutions
Transportation
Entertainment Law
Premises Liability
Products Liability

Education

Texas A&M University (Bachelor of Science - Microbiology, 1979)
South Texas College of Law (Doctor of Jurisprudence, 1987)

Bar Admissions

Admitted to Texas Bar in 1987
U.S. States District Courts for the Northern, Eastern & Southern Districts

Memberships and Activities

State Bar of Texas
Certified Mediator (A.A. White Institute) 1988-present

UTAH

Keith A. Call

Snow, Christensen & Martineau, P.C.

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John R. Lund

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Salt Lake City, UT 84111

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jrl@scmlaw.com

Andrew M. Morse

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Salt Lake City, UT 84111

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At Snow, Christensen & Martineau, we understand the needs of business. Our experience ranges from start up to merger/acquisition to bet-the-company litigation and trial and beyond. Our goal is to understand your legal needs and provide the most efficient services to achieve your goals so you can focus on your business. We will be your advocate, your advisor, and your voice. Whether you are an entrepreneur, a small business owner, or a Fortune 500 company, you can be confident in the depth and competence of our services.

Recognized as the preeminent trial services firm in Utah, Snow, Christensen & Martineau attorneys are well-versed in the latest developments in business law and are experienced in handling a wide variety of business matters.

Our business services include: business entity choice and formation or reorganization, finance, real estate, construction, asset protection, risk management, labor and employment, non-compete and trade secret protection and litigation, trademarks, copyrights, technology and licensing contracts and litigation, intellectual property litigation, mergers, acquisitions, antitrust, ERISA claims, trucking and transportation, director and officer liability, owner disputes, product liability, professional liability, bankruptcy and creditor's rights, succession planning, tax, and so forth.

When you partner with Snow, Christensen & Martineau for your legal needs, you become part of a network of support, service, and expertise. We take your legal issues seriously and do our best to meet your expectations head on. We invite you to explore our areas of expertise at www.scmlaw.com.

Keith A. Call

Mr. Call takes a results-oriented approach to solving a wide variety of business problems. He has developed skills as a negotiator, litigation strategist, and courtroom trial attorney. Mr. Call represents a number of business interests in both complex and relatively simple cases.

Mr. Call has tried several cases and has argued appeals before the Utah Supreme Court and the Tenth Circuit Court of Appeals. He has represented clients in many states. Mr. Call has worked as co-trial counsel in the Delaware trial of a multi-billion dollar failed merger agreement.

He was also part of a legal team that represented the plaintiffs in one of the longest legal malpractice jury trials in Utah history. The three-month trial, which involved complex business transactions and a law firm's conflicts of interest, resulted in a \$20 million verdict for the clients.

Mr. Call now focuses his professional liability practice on defending lawyers, accountants, appraisers, brokers and other professionals. Mr. Call has represented a number of technology companies in business and software development disputes. His business litigation practice also includes representing both plaintiffs and defendants in cases involving intellectual property, antitrust claims, breach of contract, interference with business relations, defamation, fraud, covenants not to compete, trade secrets, corporate and partnership disputes, construction defects, and other similar issues.

Areas of Practice

- Trial Practice
- Business Litigation
- Technology and Intellectual Property
- Professional Liability Defense

Education, Bar Admissions and Personal Information

- J. Reuben Clark Law School, Brigham Young University, J.D., 1993; magna cum laude, Order of the Coif, Law Review.
- Brigham Young University, B.A., 1990; cum laude, American Studies and Asian Studies.
- Arizona State Bar (1993)
- Utah State Bar (1994)
- United States District Courts (Arizona, 1993; Utah 1997)
- United States Court of Appeals for the Sixth, Ninth and Tenth Circuits

Martindale-Hubbell AV Rated
Recognized as one of Utah's Legal Elite in Business Litigation.
American Bar Association (Commercial Litigation Section)
Utah Bar Association (Litigation Section Executive Committee)
Utah State Bar Ethics Advisory Opinion Committee (former member and officer)
Defense Research Institute (Commercial Litigation and Professional Liability Committees)
Management Society (Chapter Board Member, Past Chapter President)

Selected Publications:

"Iron-clad Non-competes: Will Your Agreement Hold Up in Court?," Utah Business Magazine, September 2010.

"Declining Representation: What Next?," Utah Bar Journal, Sept./Oct. 2010.

"The Power of Civility," Utah Bar Journal, Nov./Dec. 2010.

"Avoiding Ethical Landmines," Utah Bar Journal, Jan./Feb. 2011.

"How to Reduce Legal Costs," Connect, June 2007.

"Trial Preparation Strategies: Winning Your Case from the Start," Technology Law Client Strategies, Aspatore Books, 2007.

Selected Presentations:

"Mediation Strategies," Utah State Bar, Litigation Section, Utah State Bar, 2010.

"Litigation Strategies," Utah State Bar, Litigation Section, Utah State Bar, 2010.

"E-Discovery Best Practices: Pointers, Pitfalls & Ethical Dilemmas," Federal Bar Association, 2010.

"Electronic Discovery: The Recent Amendments to the Federal Rules of Civil Procedure," Utah

Defense Lawyers Association, 2007.

"Prosper, Grow and Stay Out of Trouble: Attorney-Client Interaction," Snow, Christensen & Martineau, 2008

"Advanced Civil Discovery for the Litigation Paralegal in Utah," Institute for Paralegal Education, 2002.

"Updates on Surety Law in Utah," Western States Surety Conference, 2001.

John R. Lund

Since 1984, Mr. Lund has had an active trial and litigation practice involving many kinds of disputes. Mr. Lund tried his first jury trial in early 1985 and ever since he has cherished the opportunity to represent clients in front of juries and judges. He has taken many trials to jury verdict and has also handled numerous bench trials and binding arbitrations. He handles complex business litigation matters involving disputes in the mid-eight figures, defends catastrophic injury and product liability cases, and also represents insurers in coverage and bad faith cases.

In collaboration with Mr. Harold G. Christensen, Mr. Lund has developed an innovative specialty service called Snow Trial Services, which provides mock trials, juror focus groups, trial case evaluations, and other trial consultation services.

Areas of Practice

Trial Practice

Business Litigation
Real Estate and Construction Litigation
Product Liability Defense
Insurer Direct Representation
Personal Injury Defense

Education, Bar Admissions and Personal Information

University of Utah, J.D. 1984; National Moot Court Team
University of Colorado, B.A., 1981; magna cum laude
Utah State Bar, 1984
Wyoming State Bar, 2005
Colorado State Bar, 2006
Utah State Bar Board of Bar Commissioners
Utah Supreme Court Advisory Committee on Evidence (Chair)
Salt Lake County Bar Association (Past President)
Defense Research Institute
Martindale-Hubbell AV Rated
Recognized as one of Utah's Legal Elite.

Andrew M. Morse

Mr. Morse has been trying cases for 24 years. He defends governmental entities against 42 U.S.C. § 1983 claims. Mr. Morse also defends motor carriers, product manufacturers and physicians. He has extensive experience in catastrophic injury litigation, particularly in cases involving brain injuries.

Areas of Practice

Trial Practice
Civil Rights Defense
Personal Injury Defense
Product Liability Defense
Risk Management and Counsel

Education, Bar Admissions and Personal Information

Vermont Law School, J.D., 1984
University of Vermont, B.A., 1977
Vermont State Bar (1984)
Utah State Bar (1985)
Wyoming State Bar (2005)
Tenth Circuit Court of Appeals (1986)
Second Circuit Court of Appeals (1992)
United States District Courts (Vermont, 1984; Utah 1985; Wyoming 2006)
Martindale-Hubbell AV Rated
Created and led bipartisan working group that drafted the Reenacted 2004 Utah
Governmental
Immunity Act.

Publications:

“Gallegos ex rel Rynes v. Dick Simon Trucking - Using Annuity Cost to Prove Present Value of Future Damages,” Utah Bar Journal, April 2006.
“Spoliation of Evidence: A Trap for the Unwary,” Fidelity and Surety Law Committee Newsletter, Spring 2002.

WASHINGTON

John P. Braislin
Chair: Business Transactions Group
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jnelson@bpmlaw.com

The Betts, Patterson & Mines, P.S. Business Transactions Group offers legal assistance to corporations, limited liability companies, partnerships, and sole proprietorships of all sizes across diverse industries including computer software, construction, forest products, healthcare, professional services, and real estate development. In addition to representing mid-market companies in the Pacific Northwest, the firm's business clients include a number of substantial national and international businesses. The firm's areas of expertise include mergers and acquisitions, real estate, employment practices, corporate taxation, contracts, and intellectual property.

John P. Braislin

Mr. Braislin heads the firm's Business Transactions practice area. His work on behalf of many of the firm's corporate clients includes various types of business and real estate transactions.

Mr. Braislin is an experienced business attorney with over 30 years of practice devoted to the formation, development, and representation of corporations, partnerships, and other business entities. He serves as general counsel to privately held or family-owned corporations and also represents national and international corporations with Pacific Northwest interests. Mr. Braislin's extensive background in business and real estate has enabled him to manage challenging projects involving multiple complex issues. In 2006, Mr. Braislin was voted by his peers to be included in *Washington CEO* magazine's "League of Justice." In 2007, he was also named a "Top Attorney" in Business Law in *Washington CEO* magazine's "Top Washington 2007" Book of Lists.

Admissions

Washington

Professional Affiliations

King County Bar Association

Washington State Bar Association

Member, Corporate, Business, and Banking Section

North Seattle Community College

Member, Real Estate Technical Advisory Committee

Professional Recognition

Seattle Met Magazine, "Top Lawyers", Business & Corporate Practice (2010)

Education

Willamette University, J.D. *cum laude*, 1971

University of Washington, B.S., B.A., 1967

Representative Business Transactions

- Development of a resort hotel/lodge facility in Ketchikan, Alaska. This project involved real estate acquisition; the negotiation and documentation of equity funding; conventional construction and permanent financing; and the negotiation and documentation of management/operating contracts for the lodge involving an Alaska hotel chain. The lodge continues to operate successfully and has become a vacation destination in southeast Alaska.
- Acquisition of the northwest division of a national supermarket chain involving the purchase of approximately 40 retail supermarkets.
- Representation of developers of small hydroelectric projects in Washington and Alaska, including project development and financing.
- Representation of a multinational conglomerate in establishing product distribution in the United States, Canada, Mexico, and South America, including related intellectual property and financial issues.
- Representation of Taiwan based manufacturing company in establishing a base of operations in the United States through acquisition of real estate holdings in the Northwest.
- Negotiation, documentation, and resolution of a multimillion dollar tax liability and related issues arising out of Alaska Native NOL transactions.
- Representation of an institutional lender in a residential low-income housing transaction involving issuance of tax-free revenue bonds by the Seattle Housing Authority.
- Assisted Seattle based private real estate investment firm in building and expanding its portfolio of commercial, multi-family residential, retail, and industrial properties in the Northwest and Southern California, having a total value in excess of \$100 million.
- Represented seller in structuring, documenting and closing a \$10 million sale of a Seattle based wholesale distribution and engineering service business serving Washington, Oregon, Alaska, Idaho, Utah and portions of Wyoming, Montana and Nevada.
- Assisted major wireless communications company with the assimilation of over 75 partnership entities following acquisition of regional wireless company serving mountain time zone states.
- Assisted Seattle based family-owned regional wholesale distributor in transitioning business ownership to third generation. The company has been continuously operated under family ownership and control for over one hundred years.
- Represented large Seattle medical office with sale of its eastside branch practice to new ownership.

- Represented Seattle based investment firm in structuring new entities to provide private financing to contractors in connection with the clean-up and reconstruction of New Orleans and other storm damaged areas of the gulf coast.
- Advised Seattle based garment industry firm in structuring business relationships and strategic alignments with manufacturers located in Korea and the Philippines.
- Recently completed multiple commercial real estate acquisitions, IRC Section 1031 exchanges and mortgage financing transactions in excess of \$50 million.

James Nelson

Mr. Nelson has a diverse complex litigation practice with an emphasis in business litigation. James's areas of substantive concentration include antitrust, sales of goods, intellectual property, corporate governance, securities, and construction. James's areas of procedural emphasis include jury trials, federal practice generally, class actions, and injunctions.

Admissions

Alaska
 Idaho
 Oregon
 Washington
 United States Supreme Court
 United States Court of Appeals, Ninth Circuit
 United States District Court, District of Alaska
 United States District Court, District of Idaho
 United States District Court, District of Oregon
 United States District Court, Eastern and Western Districts of Washington
 Puyallup Tribal Court

Professional Affiliations

Alaska Bar Association
 American Bar Association
 Defense Research Institute
 Federal Bar Association
 Idaho Bar Association
 International Association of Defense Counsel
 Former Chair, Business Litigation Committee
 King County Bar Association
 Oregon Bar Association
 Washington Defense Trial Lawyers Association
 Washington State Bar Association

Education

University of Washington, J.D., 1980
 University of Oregon, B.S. in Economics, 1977

Mr. Nelson attended the National Institute of Trial Advocacy's Northwest Regional Trial Program in 1983. He also taught at the International Association of Defense Counsel's Trial Advocacy Program in 2006.

Professional Recognition

- Listed in *Washington Law & Politics*, "Super Lawyers" (2002-10)
- Listed in *Washington CEO*, "League of Justice" (2006)
- Listed as a "Top Attorney" in *Washington CEO*, "Top Washington 2007" Book of Lists
- AV® Peer Review Rated by Martindale-Hubbell

Representative Clients

The following are among the clients that James has represented as trial counsel: Chrysler Corporation; Pfizer Inc.; 3M; Cooper Industries, Inc.; Cooper Cameron Corporation; Brunswick Corporation; Key Bank; Piper, Jaffray & Hopwood, Inc.; Honeywell, Inc.; Motorola, Inc.; Fleetwood Enterprises, Inc.; Champion Enterprises, Inc.; Farmers Insurance Group; Allied Van Lines, Inc.; Roffe, Inc.; Wendy's International, Inc.; Chrysler Financial Corporation; Chrysler Realty Corporation; Acustar, Inc.; Cooper-Bessemer Reciprocating, Inc.; McGraw-Edison, Inc.; Puget Sound Bank; Associated Grocers, Incorporated; Supermarket Development Corporation; Market Finance Company; Market Sales, Inc.; AG/Fleming Northwest, L.L.C.; Keith Uddenberg, Inc.; Spider Staging Corporation; Windswept Corporation; Alexander Hutton, Inc.; Damson Oil Company; Klauser Corporation; Equitable Capital Group, Inc.; Cape Fox Corporation; SJI Corporation; Cybersafe Corporation; Elliott Bay Marina Inc.; FDSI Consulting; Western Homes Corporation; National Advertising Company; Royal Pacific Orchards Limited Partnership; Columbia Crown Orchards, Inc.; NTM, Inc.; Howard Publications, Inc.; ImageScan, Inc.; Northwest Retail Ventures, L.L.C.; Dealer Computer Services, Inc.; KeyTrak, Inc.; Dymacol Corporation; Murray Franklyn Companies; Data-Part, Ltd.; HR Northwest, Inc.; Chauvin Arnoux, Inc.; GSG Corporation (Freddie's Club Casino); Poulsbo RV; First Choice Business Machines; The Erection Company; The Toronto-Dominion Bank; Datacons Private Limited; The James Marshall Hendrix Foundation; Port of Tacoma; Fujisada L.L.C.; Grand View Homes L.L.C.; Our Land, Inc.; SEBCO, Inc.; Interstate Battery System of America, Inc.; Sysco Food Services of Seattle, Inc.; Cosmopolitan Imports, L.L.C.; Fringe Benefits Management Company; Argonaut Insurance Company; Searching Unlimited Limited; Domain Holdings Group; Northwest Auditing Resources; A R Hospitality, Inc.; Anvil Corporation; Alitivity Packaging LLC; Smurfit-Stone Container Corporation; Regal Beloit Corporation; Industrial Ventilation, Inc.; 1,4Group, Inc.; Arrowood Indemnity Company; Kvalley Computers and Internet, Inc.; Santander Consumer USA, Inc.; LDK Solar Co., Ltd.; Ninilchick Natives Association, Inc.; ALPI International, Ltd.; Quality Logo Products, Inc.

Publications and Presentations

- *Recent Developments in Antitrust Law that Impact Intellectual Property Licensing Transactions*, Address at the Fifth Annual Conference on Complex Licensing Transactions (August 26, 2010).
- *Antitrust and Intellectual Property: Where is that Crossroad in 2010?*, Address at Antitrust Enforcement in Global Technology Markets Conference, Seattle, WA, (June 16-17, 2010).
- *Understanding the Professional Capabilities of LAWorld's American Firms*, Address at LAWorld's Annual Meeting in Dublin, Ireland (April 29, 2008).
- *Threats to Excellence in Civil Trial Advocacy*, Address at the Installation of the Betts, Patterson & Mines Professorship in Trial Advocacy at The University of Washington School of Law (April 11, 2008).
-

Appellate Decisions

- *Grand View Homes L.L.C. v. Cascade Testing Laboratory, Inc.*, No. 60217-9-I, 2008 WL 4053439 (Wash. App. Div. I September 2, 2008) (notation of unreported decision at 146 Wash. App. 1044).
- *Experience Hendrix L.L.C. v. The James Marshall Hendrix Foundation*, No. 05-36029, 2007 WL 1748354 (9th Cir. June 18, 2007), *cert. denied*, 128 S. Ct. 908 (2008).
- *Stonebridge Securities, LLC v. Devine*, No. 58458-8-I, 2007 WL 1464431 (Wash. App. Div. I May 21, 2007) (notation of unreported decision at 138 Wash. App. 1047).
- *Martinez v. Cape Fox Corporation*, 113 P.3d 1226 (Alaska 2005).
- *Shields v. Cape Fox Corporation*, 42 P.3d 1083 (Alaska 2002).
- *Omega Environmental, Inc. v. Blohorn*, No. 00-35211, 2001 WL 1356831 (9th Cir. Nov. 5, 2001).
- *Undersigned Shareholders of the Cape Fox Corporation v. Cape Fox Corporation*, No. 0990 (Alaska Sup. Ct. Aug. 30, 2000).
- *Hewitt v. Hewitt*, No. 36607-6-I, 1997 WL 306417 (Wash. App. Div. I June 9, 1997).
- *Hamilton Properties, Inc. v. Associated Grocers, Inc.*, 144 Or. App. 171, 925 P.2d 1237 (1996).
- *City of Ketchikan d/b/a Ketchikan Public Utilities v. Cape Fox Corporation*, 65 F.3d 754 (9th Cir. 1995), *opinion withdrawn*, 74 F.3d 191, *opinion replaced*, 85 F.3d 1381 (1996).
- *BBC Dodge, Inc. v. Chrysler Corporation*, No. 36799-4-I, 1996 WL 146723 (Wash. App. Div. I Apr. 1, 1996).

WYOMING

Dale W. Cottam
Hirst Applegate, LLP
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Our firm has a long history of representing corporations and limited liability companies in all types of matters, including formation, transactions, mergers and acquisitions, domestications, and shareholder/member disputes, among others. Wyoming recently adopted a comprehensive 2010 LLC act, which is now one of the most forward-looking pieces of LLC legislation in the country. Hirst Applegate attorneys Dale Cottam, Whitney Agopian, and Ronnie Lopez were involved in much of the drafting of the 2010 LLC act, and have written a law review article on the subject. Our firm also has extensive experience and resources in the distressed real estate and foreclosure area. Dale Cottam was the principal drafter of a bill that substantially updated Wyoming's foreclosure laws in 2005. Finally, we have a strong presence before the Wyoming Public Service Commission representing industrial customers and utility companies on regulated utility matters, with a particular emphasis on electric utilities and crude oil transportation pipelines.

Typical clients in the corporate/real estate/utility area are local, regional, and national companies. Well-known examples include Wells Fargo Bank, U.S. Bank, Plains Pipeline System, Questar Exploration and Production, and AARP.

Dale W. Cottam

Dale W. Cottam is a partner of Hirst Applegate, where he has practiced law since 1993 upon graduation from law school. Within two years of graduating from law school, Mr. Cottam also received his M.B.A. Mr. Cottam's primary practice areas include public utilities, corporate/LLC law, creditors' rights, and real estate. For over 10 years Mr. Cottam has appeared before the Wyoming Public Service Commission representing a wide range of utilities including natural gas distribution companies, crude oil transportation pipelines, telecommunications companies, and water utilities. Mr. Cottam regularly represents industrial customers in electricity rate cases through both settlement and contested case proceedings.

In 2001, Mr. Cottam represented a large residential consumer group as one of several intervenors who successfully obtained disallowance of over \$90 Million in improper electric charges. Mr. Cottam has also negotiated power supply contracts for industrial customers and advised clients on regulatory aspects of independent power production. Over the last several years, Mr. Cottam has been actively involved on a pro-bono basis in the adoption of Wyoming legislation affecting his practice areas. In 2005, Mr. Cottam was the primary drafter of a bill that substantially amended and updated Wyoming's real estate foreclosure laws. In 2007, Mr. Cottam advocated for residential customer protections in legislation that substantially deregulated telecommunications law in Wyoming. In 2008, Mr. Cottam co-chaired the working group advising the legislature on amendments to the Wyoming Business Corporation Act. In 2009, Mr. Cottam co-chaired the working group advising the legislature on the 2010 Wyoming Limited Liability Company Act.

Education:

- Bachelor of Science, University of Wyoming , 1989
- Juris Doctor, *Magna Cum Laude*, Creighton University , 1993
- Masters of Business Administration, Creighton University , 1995
- NARUC Utility Rate School , 2005

Honors, Awards, & Articles:

- Martindale-Hubbell® AV rated (4.9 out of 5.0)
- Super Lawyers listing in business/corporate law
- Best Lawyers in America listing in corporate law
- Chambers USA top band ranking in corporate law
- Coordinating Author, *The 2010 Wyoming Limited Liability Company Act: A Uniform Recipe with Wyoming "Home Cooking,"* 11 Wyo. L. Rev. 51 (2011).
- Co-Author, *Wyoming Foreclosure Law: Conforming to the Broad Changes of House Bill 112* 6 Wyo. L. Rev. 1, 1 (2006).
- Author, *Cellular Communications and Confidentiality: Can Waiver Occur on the Way to the Office?* -- 25 Creighton L. Rev. 1185, (1992)
- Co-Author, *The Paperless Office* Vol. 29 Wyoming Lawyer 18 (August, 2006); republished by *Technolanyer* on November 13, 2006).

Management:

- Currently acting as Firm's Chief Financial Officer
- Formerly Firm's Chief Information Officer; coordinated the Firm's conversion to a paperless environment
- Member of Firm's management committee since the committee's inception

Community Involvement:

- President of Boys & Girls Club of Cheyenne; Board member since 2007.
- Wyoming Delegate to the American Bar Association (2010)
- Chairman, Wyoming Bar Convention CLE Committee (2006-2009)
- Member, Steering Committee to bring Greg Mortenson to Cheyenne (author of *Three Cups of Tea*)

WALES

Ian Brent
Partner
Head of the Corporate Group
Davies Arnold Cooper LLP
6-8 Bouverie Street
London EC4Y 8DD
+ 020 7293 4029
ibrent@dac.co.uk

Davies Arnold Cooper has specialist corporate lawyers in the UK, Spain and Mexico. The London office provides a full international corporate service to its clients, including advising on domestic and cross-border acquisitions, disposals and joint ventures. The team has specialist expertise in corporate finance, private equity, capital markets, flotations, funds structuring, outsourcing, intellectual property, data protection and commercial agreements. The team works closely with the Davies Arnold Cooper tax, real estate and employment teams. It includes fluent Spanish, German, and Hebrew speakers and has a particular reputation in advising recruitment, media and entertainment companies.

Davies Arnold Cooper's UK corporate team advises leading organizations across a number of industries. Clients include:

- DHL, the leading global logistics supplier, including advice to them in their role as one of the three partners in the King's Cross Redevelopment in London (Europe's largest Urban Regeneration Project)
- The Go-Ahead Group - one of the UK's leading providers of passenger transport services and a FTSE 250 company
- Arab Investments - a sponsor of high value real estate developments particularly in the City of London, including the Pinnacle (destined to be the tallest tower in the City)
- Hamilton Bradshaw - the private equity firm of James Caan (from BBC Dragon's Den)
- Edge Performance VCT plc, the entertainment corporate finance boutique
- Ultimate Finance Group Plc, the AIM listed invoice discounting company
- Digital Window, the award-winning UK affiliate marketing network

Mr. Ian Brent

Mr. Brent is Head of Corporate Practice at Davies Arnold Cooper. He specializes in private and public M&A, with particular focus on recruitment and entertainment companies. Mr. Brent read law at Cambridge University and trained at Freshfields. Prior to joining Davies Arnold Cooper he was head of Halliwells' London Corporate Team and was described by Legal 500 as "the team's best known lawyer". He was part of the team which won AIM Law Firm of the Year. He holds the Corporate Finance qualification of the Institute of Chartered Accountants, and is regularly asked to contribute as an expert to business and legal publications. Examples of articles to which he has contributed include: Global Finance's report on M&A activity in India and China and Making Money's 'Lessons for SMEs to learn from the Recession'.

Davies Arnold Cooper is an International Member of The Harmonie Group.

Tim Violet, Esq.
Executive Director
THE HARMONIE GROUP
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The Harmonie Group provides INTERNATIONAL ACCESS TO EXCELLENCE. The defense firms in our network handle complex and difficult high stakes litigation for corporations, third party administrators and insurance companies. The process of looking for counsel can be time consuming, uncertain, and difficult. Harmonie is a by invitation only network where the firms are subjected to a rigorous review process to meet our standards, ethics and values before they are invited to join. The Harmonie Group is pleased to provide on line access to our member firm information on our web site at www.harmonic.org.

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