

WOLLMUTH MAHER & DEUTSCH LLP

MAIN OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TEL: (212) 382-3300
FAX: (212) 382-0050
www.wmd-law.com

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS



Wollmuth Maher & Deutsch is a full service law Firm with an emphasis on litigation, corporate, tax, and bankruptcy and reorganization law. The Firm's Members have been associated with some of the largest and most sophisticated New York law Firms, including Davis Polk & Wardwell, Simpson Thacher & Bartlett and Cahill Gordon & Reindel.

We are committed to providing our clients legal work of the highest caliber in a responsive, efficient and cost-effective manner. In every case, we strive to understand the unique nature and specific needs of each client's business, enabling us to provide innovative and creative solutions to client issues. We take pride in the close relationships that we develop with each of our clients and are committed to playing an integral role as lawyers and strategic partners in helping them reach their goals.

Our clients range from large multi-national corporations to privately held businesses and entrepreneurs. Our representations are often national or international in scope, and we counsel clients operating in virtually every major business segment, including investment banking and similar financial services; insurance and reinsurance; private equity, venture capital and hedge funds; manufacturing, distribution and retailing; development of software, hardware and related technologies; media and communications; health care; and biotechnology.

The Firm is lead counsel in most client matters and frequently serves as local counsel for law firms based elsewhere in the United States and abroad.

NEW YORK OFFICE
500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

CHICAGO OFFICE
200 W. SUPERIOR STREET
CHICAGO, ILLINOIS 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

NEW JERSEY OFFICE
ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

The Firm has represented a diverse range of clients, ranging from small technology companies to large multinationals, including:

ACE Limited
American International Group
AON Pension Plan
Arkansas Teacher Retirement System
AstraZeneca
Axiom Capital Management, Inc.
Banca Intermobiliare di Investimenti e Gestioni S.p.A.
Bechtel Corporation
BlackRock, Inc.
BondDesk Group LLC
Christie's Inc.
CIGNA
Citigroup
Continental Casualty Company
Datasynapse, Inc.
Actor Robert DeNiro
El Universal, SA
Fortis Bank N.V.
Gibralt Capital
GSO Capital Partners
I-Hatch Ventures, LP
Imclone Systems Incorporated
Indigo Merchant Capital Group LLC
IPC Systems Inc.



REPRESENTATIVE CLIENTS

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

J.P. Morgan Chase & Co.
KeySpan
Kroll Zolfo Cooper, LLC
Lexington Partners, Inc.
Morgan Stanley & Co. Incorporated
OrbiMed Advisors LLC
Pequot Ventures
Philip Morris USA
Prudential
Rho Capital Partners, Inc.
Ross Systems, Inc.
Stockton Reinsurance
Sun Life Financial
SunAmerica Investments, Inc.
Sweetheart Cup Co. and affiliates
The Bank of Tokyo-Mitsubishi, Ltd.
The Blackstone Group, LP
The Hilco Companies
The Quadrangle Group
The Western and Southern Life Insurance
Company
The Williams Companies
Thomas & Betts Corp.
Toronto Dominion Bank
W.R. Grace & Co.
Weight Watchers International, Inc.
Zurich Financial Services

REPRESENTATIVE CLIENTS



WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

The corporate practice reflects both the extensive experience of the Firm's attorneys and the evolving business climate in which we practice. Because our clients range from the established and mature to the new and growing, we focus our counsel on the unique needs of each client. The Firm is experienced in distinguishing among the varying client requirements at different stages of development. We are focused on providing advice that is not only legally correct, but also a practical solution for the client issue at hand.

For established companies and institutions, attorneys of the Firm provide traditional corporate counseling based upon their prior training and experience at some of the largest and most prestigious law Firms in New York City and upon their practice thereafter. That same training and experience is also invaluable in representing high-growth and emerging companies who are often underserved or not served in a cost-effective manner.

We are committed to providing high-growth companies with the legal services, business advice and industry relationships that are required to nurture their businesses and to attain positions of market leadership. For all clients, attorneys of the Firm provide high-quality corporate counseling with sensitivity to financial concerns, time constraints and the need to "get the deal done." Our objective for all clients is to deliver sophisticated yet practical advice of the highest quality at a fair cost and with superior service.

Private Equity Vehicles & Hedge Funds

The Firm's corporate and tax attorneys have been actively involved in structuring and counseling a number of large private equity and hedge fund clients. Certain of these funds focus on technology, biotechnology, new media and emerging company investments.



THE CORPORATE PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

Examples of funds we have formed and/or advised regarding investments include OrbiMed Capital LLC's Caduceus Private Investments, LP, a \$200 million biotechnology private equity fund, and I-Hatch Ventures, LP, a \$150 million technology fund.

General Corporate Advice and Structuring

Our Firm functions as outside general counsel to a number of corporate clients. These clients range from entrepreneurs owning closely held companies to larger corporate entities that have determined to rely upon outside advice and expertise rather than, or sometimes in addition to, hiring a general counsel. Representation of such clients includes providing all aspects of corporate advice required or helpful in the operation of their respective businesses, including drafting the basic corporate documents creating the corporate entities and affiliates, drafting and negotiating employment agreements and negotiating, structuring and documenting their more significant corporate transactions.

Venture Transactions

A significant portion of our practice is the representation of emerging companies and the institutions and individuals that invest in them. We thus have extensive experience with all types and stages of venture capital transactions. Further, since we represent both emerging companies and institutions that invest in them, our relationships can often have significant value for our clients. Our relationships also keep our attorneys close to the industry pioneers and sources of capital, who frequently play an important role in the development of new products and markets, technology-driven or otherwise.

Examples of private equity financings in which we served as counsel include the issuance of preferred stock by clients such as I-Path, Inc., IPO.com, Inc., Data



THE CORPORATE PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



THE CORPORATE PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

Synapse, Inc., Goldsmith LLC, Tradescape Corp., and BondDesk.com LLC to, among other investors, Greenhill Capital Partners, L.P., Société Générale Investment Corporation and UBS PaineWebber Inc., Goldman Sachs & Co., Morgan Stanley Dean Witter Venture Partners, CS First Boston, Teachers Insurance and Annuity Association, and OrbiMed Advisors LLC.

Public & Private Securities Offerings

We have counseled certain of our clients from their first “seed” capital offering through each of their subsequent financings up to and including their initial public offering. Other clients have consulted us in connection with securities offerings at a later stage, after prior private or public financings have been consummated. In every case, our clients benefit from our experience advising issuers and underwriters on the issuance of debt and equity securities, both domestically and offshore. Our lawyers have advised on a wide variety of securities offerings, including registered public offerings in the United States, private placements and dual listings on domestic and foreign capital markets. We also have advised on the availability of exemptions from registration under the Securities Act of 1933 and the related rules and regulations. We frequently are asked by our clients to advise them on strategic issues in connection with public and private offerings of securities.

Mergers & Acquisitions

Our attorneys have been involved in many merger and acquisition transactions, both large and complex and small and straightforward. We are experienced in all forms of mergers and acquisitions, including stock, cash, leveraged buyout and asset transactions.

Our corporate attorneys also work closely with our tax and litigation attorneys on M&A matters. Recurring issues upon which we have advised include tax free treatment of consideration received, treatment of outstanding options and other employee equity interests, analysis of parachute tax issues, short-swing trading restrictions and other issues under the federal securities laws, and disposition of ERISA plan assets.

Examples of merger and acquisition transactions on which we have worked include negotiating and preparing documentation for the BondDesk acquisition of TIPS, Inc. and MuniGroup LLC., the LBO of Goldsmith Incorporated, the consummation of Masonicare Corporation's acquisition of the stock of OMNI Home Health Services, Inc., the merger of Faro Pharmaceuticals, Inc., Sage BioPharma, Inc. and the divestiture of several divisions of the Balson Group Inc.

Corporate Joint Ventures & Licensing

Our Firm represents clients in a variety of joint venture and licensing arrangements, including technology swaps, licensing deals, sales and marketing pacts and international joint ventures.

Examples include our representation of General Electric Company in connection with investments by General Electric Company and Microsoft Corporation in C-SMART Corporation for the purposes of developing and marketing home networking products and our representation of certain University of Toronto biosearch professors in a series of technology transfer and development agreements with Genzyme, Inc.



THE CORPORATE PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

Commercial Loans

The Firm has represented both lenders and borrowers in connection with commercial loan transactions, whether secured or unsecured. For example, we have represented The Bank of Tokyo-Mitsubishi, Ltd. in a number of domestic and cross-border credit facilities and Counsel Corporation in connection with acquisition financing to be provided by Bank of Montreal.

Employment Matters

Our attorneys have wide experience negotiating and concluding employment agreements and compensation arrangements on behalf of both employers and executives, including stock option grants, deferred compensation arrangements and restrictive covenants.

Reinsurance Transactions

The Firm's corporate attorneys have drafted and negotiated a variety of agreements for reinsurers, including excess of loss reinsurance placement slips and reinsurance agreements, stop loss reinsurance agreements, and a complex reinsurance management agreement covering medical excess and self-funded medical reinsurance. Our attorneys also have counseled reinsurers on various structuring issues.



THE CORPORATE PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



The litigation practice reflects both the extensive experience of the Firm's attorneys and the nature of its corporate and tax practices. Our close relationship with our clients and our knowledge of their businesses enable us to react quickly and to respond aggressively when our clients become involved in disputes that may not otherwise be resolved without legal advice and intervention. We actively counsel our clients on ways to avoid and to minimize the possibility of litigation. The objective in all circumstances is to resolve disputes as quickly and as inexpensively as possible. We are, however, equipped to handle complex litigation matters at every level of the state and federal court systems and before all arbitration forums. Where appropriate, we also will explore alternative dispute resolution methods such as pre-litigation mediation, negotiation and arbitration.

Attorneys in the litigation department have extensive experience in litigating virtually every type of commercial issue arising in today's business environment. In addition, they have significant experience litigating regulatory and criminal matters. A representative sample of such matters includes the following:

General Commercial Law

Attorneys in the litigation department have successfully pursued and defended through trial multimillion dollar claims on behalf of domestic and international corporations, shareholders, families and individuals, in each case across a broad spectrum of industries and businesses. Some of the significant matters in which the Firm's attorneys have been involved include:

- Representation of a major corporation in an action seeking \$200 million from it for breach of contract, breach of fiduciary duty, defamation and related claims

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE 500 FIFTH AVENUE

NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE ONE GATEWAY CENTER

NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



THE LITIGATION PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

- Representation of a major health care provider in litigation against a corporation and its principals for various contract and tort claims arising from the sale of a health care business to the health care provider for many millions of dollars
- Representation of a former principal of a European conglomerate in a multinational litigation involving misappropriation of more than \$100 million from our client through a series of complex international financial frauds
- Representation of a company and its shareholders against the purchaser of a subsidiary of the company, a U.S. based tender offeror and its U.K. parent company, arising from a coordinated tender offer pursuant to an agreement and plan of merger that effectively prevented the purchaser from having the capability of performing its obligations to the selling company and its shareholders
- Representation of an emergent company in a multi-million dollar arbitration against a major technology provider based upon breach of contract and related tortious activity
- Representation of a Fortune 500 manufacturer in an action against a Fortune 50 company arising from breaches of a global supply agreement and related wrongdoing
- Representation of a not-for-profit skilled nursing home facility in a \$17 million construction litigation against a major multinational construction manager and general contractor arising out of the construction of a 150,000 square foot, 280-bed facility



THE LITIGATION PRACTICE

Reinsurance/Insurance Law

Attorneys in the litigation department have experience litigating and arbitrating through trial complicated reinsurance and insurance coverage disputes involving tens and, sometimes, hundreds of millions of dollars. Some of the matters in which the Firm's attorneys have been involved include:

- Representation of a reinsurance company in a \$160 million dollar reinsurance coverage dispute involving automobile residual value insurance policies
- Representation of a reinsurance company in a \$60 million dollar reinsurance dispute involving orthopedic health care issues
- Representation of a reinsurance company and its domestic and overseas affiliates and parent companies in the defense of various claims brought by a group of insurance companies seeking specific performance and injunctive relief with respect to an alleged agreement to reinsure
- Representation of a reinsurance company in a \$20 million dollar reinsurance dispute involving health and life insurance policies
- Representation of a reinsurance company in terminating a Reinsurance Management Agreement involving accident and health care insurance coverage
- Representation of an insurance company seeking to obtain \$25 million of reinsurance proceeds from a reinsurance company that involved, in part, fraudulent conduct by a reinsurance broker

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



THE LITIGATION PRACTICE

- Representation of an insurance company in obtaining dismissal of claims that it had improperly limited trading in the sub-accounts of certain variable life insurance accounts
- Representation of insurance companies in their defense of various claims seeking coverage for environmental contamination of sites in various parts of the United States

Securities Law

Attorneys in the litigation department have experience representing clients in disputes involving securities laws and regulations as well as in securities-related arbitrations before the NASD and other regulatory bodies. Some of the matters in which the Firm's attorneys have been involved include:

- Representation of a group of former limited partners of LJM2, a “special purpose entity” designed to provide Enron off balance sheet financing, in litigations asserting claims against a group of investment banks alleging securities laws violations, common law fraud and breach of fiduciary duty
- Representation of a defrauded investor in an SEC enforcement action and related civil litigation involving a sophisticated Ponzi scheme directed at numerous investor/victims who were defrauded of hundreds of millions of dollars
- Representation of a corporate defendant in an action pursuant to Section 16(b) of the Securities and Exchange Act of 1934 to recover short-swing profits

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



THE LITIGATION PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

- Representation of a former Chairman of the Board and CEO against claims brought by a class of persons who purchased debt instruments from a publicly-traded company alleging securities fraud and breach of fiduciary duties in connection with alleged non-disclosures and alleged misleading financial statements
- Representation of the directors of an offshore fund and of the fund administrator in connection with potential claims by shareholders who invested hundreds of millions of dollars in the fund
- Representation of a foreign investor in an NASD arbitration against a major brokerage firm asserting claims of unsuitability and unauthorized trading
- Representation of a broker/dealer and its registered representatives in an NASD arbitration against another broker/dealer arising from undisclosed withheld commissions and in a retaliatory countersuit before the NASD regarding the applicable commission rate
- Representation of a sophisticated investor in an NYSE arbitration involving unauthorized trading/failure to follow client direction in trading natural gas futures
- Representation of a hedge fund investor in an NASD arbitration seeking to recover an investment based on fraudulent inducement
- Representation of a broker/dealer in numerous disputes with traders and/or customers over service fees, commissions and related expenses



THE LITIGATION PRACTICE

- Representation of a major brokerage firm in numerous customer cases asserting unsuitability, unauthorized trading and churning

Employment Law

Our Firm regularly counsels clients on employment issues and drafts and negotiates the terms of employment and separation agreements. When employment disputes escalate into litigation, attorneys in the litigation department have represented our clients in such employment litigation, including the following:

- Representation of a major pharmaceutical corporation and an affiliated biotechnology company in connection with a litigation alleging that certain senior employees violated the confidentiality and non-competition provisions of their employment agreements by accepting employment with a competing pharmaceutical corporation
- Representation of a major corporation in connection with a multimillion dollar claim by a former officer contending that he was defamed and wrongfully terminated in breach of his contract, in part due to his status as a whistleblower
- Representation of the head of research and development of a Canadian biotechnology company in connection with claims by his former employer, a New York biotechnology company, involving theft of trade secrets and violations of his employment agreement, including the non-competition provisions contained therein

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

- Representation of a major supermarket chain in connection with claims asserted by the Department of Labor under the Fair Labor Standards Act for the alleged failure to pay overtime wages
- Representation of a national securities brokerage firm against claims by brokers alleging various theories of wrongful termination

Regulatory and Criminal Law

Attorneys in the litigation department have experience in disputes involving regulatory and criminal law. Some of the matters in which the Firm's attorneys have been involved include:

- Representation of a U.S. broker dealer in an NASD arbitration involving multimillion dollar employment, whistleblower and defamation claims arising out of statements made in a Form U-5 and involving complex securities issues relating to allegations of mispricing of illiquid investment grade, convertible and high yield bonds and the effect thereof on regulatory filings of the broker/dealer
- Representation of an offshore reinsurer in an NASD arbitration involving its investment in a limited partnership
- Representation of various companies and individuals in formal and informal investigations conducted by the SEC, the United States Attorney's Office, the Attorney General's Office and the District Attorney's Office
- Representation of various registered representatives, broker dealers and others in investigations conducted by the NYSE, NASD and other self-regulatory agencies



THE LITIGATION PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

- Grand jury investigations and criminal trials in complex fraud cases, including mail fraud, wire fraud and tax evasion allegations
- Representation of an attorney in state disciplinary proceedings

Product Liability Law

Attorneys in the litigation department have experience representing manufacturers in matters involving allegations of product liability. Some of the matters in which the Firm's attorneys have been involved include:

- Representation of a major corporation in a product liability action seeking in excess of \$200 million from it for asbestos-related property damage in a high profile building in New York City in which architectural, engineering and construction-related issues also are prominent
- Representation of a former owner of a chain manufacturer in litigation alleging that certain of the chain manufactured and sold was defective and claiming millions of dollars in damages
- Representation of automobile manufacturers in connection with claims that their products were defective



THE LITIGATION PRACTICE

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE 500 FIFTH AVENUE

NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

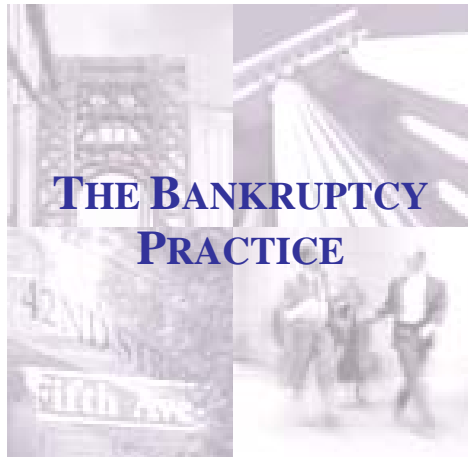
NEW JERSEY OFFICE ONE GATEWAY CENTER

NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

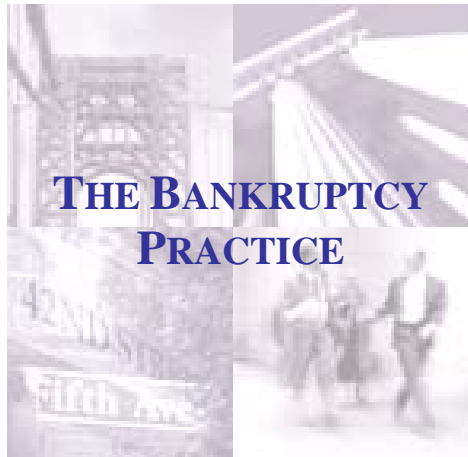
The Firm's bankruptcy and reorganization practice combines a core of seasoned attorneys experienced in all phases of complex reorganizations and workouts with the Firm's existing corporate, tax and litigation expertise. As a result, the Firm is well-positioned to handle all aspects of bankruptcy and insolvency matters – including pre-bankruptcy counseling, workouts and restructurings, sales and purchases of insolvent companies and bankruptcy litigation – on behalf of debtor companies, their secured and unsecured creditors, purchasers of assets, and other parties who may need counseling in this area.

Representation of Debtors

The Firm's extensive collective experience in representing corporate debtors, both large and small, in bankruptcy reorganizations and insolvency proceedings enables it to handle the most complex bankruptcies, from filing to confirmation and beyond. Examples of corporate debtors which the Firm's attorneys have represented in Chapter 11 cases include Greate Bay Hotel & Casino, Inc. (owner of the Sands Casino in Atlantic City), Elsinore Shore Associates (owner of the Atlantic Casino in Atlantic City), Herman's Sporting Goods, Inc., NBO Stores, Inc., Pic 'N Pay Stores, Inc. (Shoe World), Manhattan Bagel Corp., Twin County Grocers, Inc. (the Foodtown co-op), Physicians Computer Network, Inc., USG, Inc., and Aremissoft Corp, among others.

Creditors' Rights

The Firm's attorneys have more than twenty years experience representing creditors, creditors' committees, bondholders and bondholders' committees in high-profile bankruptcy proceedings. Creditors look to the Firm's attorneys to counsel them through all aspects of the bankruptcy process, from selecting the appropriate legal



strategy to formulating and propounding a plan of reorganization. The Firm's attorney's have represented significant creditors' interests, including committees of secured and unsecured creditors, in notable cases such as Public Service of New Hampshire, Continental Airlines, Trump Taj Mahal Associates, Bally's Grand, Caldor, Inc., Mutual Benefit Overseas, Emerson Radio Corp., Einstein/Noah Bagel Corp., Washington Group, Inc., LJM2 Co-Investment, LP, Neumann Distributors, Foxmeyer Corp., Integrated Heath Services, Inc., and Harvard Industries, to name a few.

Pre-Bankruptcy Counseling, Workout and Restructurings

The Firm counsels troubled entities long before reaching the bankruptcy stage, and negotiates tactfully, but aggressively, on behalf of such entities or their creditors to workout financial disputes and to develop restructuring strategies both in and out of bankruptcy. The Firm prides itself on identifying unique and successful solutions to its clients' problems, and in moving quickly to implement them. In addition, the Firm counsels executives of companies in, or headed for, bankruptcy with respect to their rights and obligations, including issues related to employment agreements, severance claims and allegations of malfeasance.

Distressed Mergers & Acquisitions

In uncertain economic times such as these, opportunities to acquire part or all of a financially troubled company abound. The Firm possesses all the necessary tools to aid clients in pursuing the acquisition of distressed assets. With its expert corporate and tax groups, as well as an extensive knowledge of bankruptcy law and procedure, the Firm offers clients a full range of merger and acquisition support.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

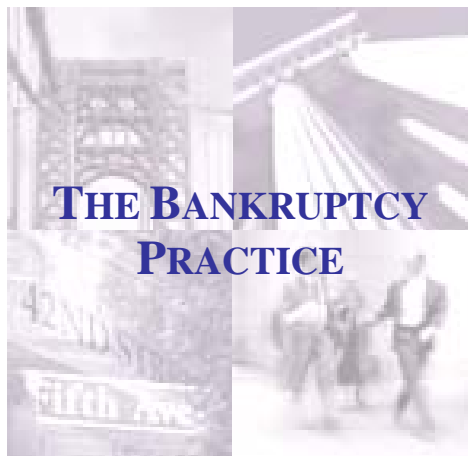
NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



Bankruptcy-Related Litigation

The Firm handles all aspects of bankruptcy litigation, including fraudulent transfer claims, preference actions, claims litigation, directors and officers litigation, and securities litigation. Clients have called on the Firm not only to pursue and defend such actions, but also to develop innovative litigation strategies and dispute resolution solution. Currently, the Firm is national counsel for several major companies in the defense of bankruptcy related claims.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

The Firm's tax practice frequently involves working closely with the Firm's corporate clients to resolve structuring, compensation, licensing and transactional issues in the most tax efficient manner. In addition, the Firm has been engaged by large financial institutions such as J.P. Morgan and Morgan Stanley as special counsel to provide tax advice in particular specialized areas.

The Firm's tax department brings over 15 years of experience in corporate and transactional tax planning and tax litigation—including specialized expertise in domestic and international merger and acquisition transactions, securities offerings, project financings, partnership and LLC structures, derivatives transactions, investment funds and offshore insurance companies. The tax department's experience also encompasses the structuring of executive and incentive compensation agreements, procuring Internal Revenue Service private letter rulings and technical advice memoranda, and resolving tax disputes on behalf of clients. We also have extensive experience advising on tax issues relating to not-for-profit entities. Some of the matters in which the Firm's attorneys have been involved include:

- Structuring of a large investment partnership to accommodate U.S. and foreign investment for a well-known biotechnology funds group
- Development of tax-advantaged financial products for a Canadian based investment bank
- Representation of a large publicly-traded corporation in connection with tax disputes arising out of the application of a tax sharing agreement
- Structuring of U.S. operations for a Swiss multinational software company



WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

- Advising on optimum capital structure for an offshore insurance company merger
- Structuring master international licensing arrangements for a U.S. based materials company
- Development of a tax structure permitting ISO-like treatment of options issued by non-corporate entities
- Opining on the proper valuation methodology for distributions from a qualified defined contribution plan
- Providing periodic advice to a multinational investment bank on various retirement plan matters such as rollovers, minimum distributions, investment limitations and unrelated business taxable income



WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

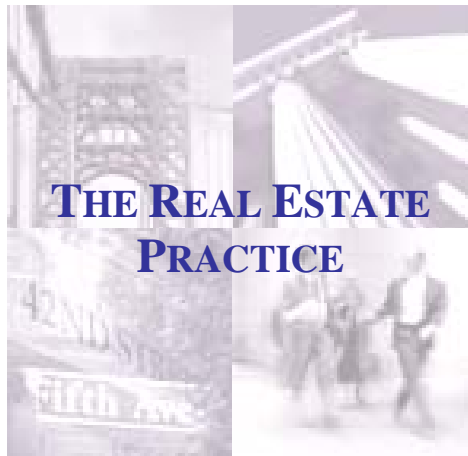
NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



The Firm's real estate practice provides specialized real estate expertise in combination with the skills of our attorneys in the corporate, tax and bankruptcy areas, to maximize the real estate opportunities presented to our clients. We have the knowledge, experience and business judgment to assist in the full range of real property matters.

Through our interdisciplinary approach we are able to advise our clients on all aspects of real estate transactions, including acquisitions, development, construction, financing, leasing, ownership, operation, management and dispositions. In the rapidly changing real estate market, we are able to provide creative solutions to the myriad issues confronting developers, investors and those owning or operating real estate properties, by delivering high quality legal work that addresses the business objectives of the client.

Sales and Acquisitions

Our real estate lawyers counsel clients in all aspects of the acquisition and development of real estate assets. We assist our clients in such matters as the structuring of transactions and ownership interests, acquisition and disposition of properties and interests therein, identification and resolution of title issues, analysis of governmental compliance issues, obtaining land use and other applicable permits, negotiating and administering construction contracts, obtaining construction and long-term financing, and licensing and leasing. Our lawyers have extensive experience with all types of property throughout the country. For example, we recently represented a client in the purchase of multiple industrial plants across the country and in Canada.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE 500 FIFTH AVENUE

NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

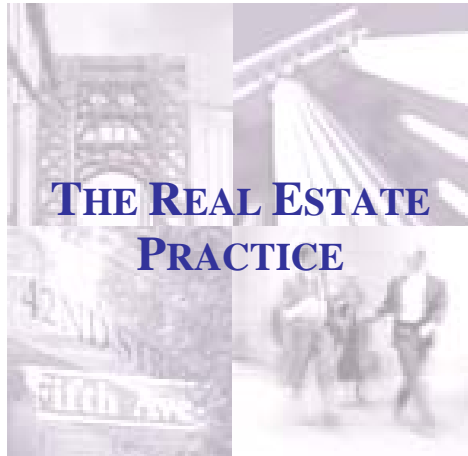
NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



Leasing

We represent landlords and tenants in all facets of office, commercial, retail, and industrial leasing and sub-leasing transactions. We advise clients with regard to initial structuring decisions, such as build-to-suits, sale and leasebacks or buy-or-lease, and the income tax ramifications of various alternatives. As part of our leasing practice, we counsel on documents ancillary to a lease transaction, including agreements with brokers, space planners, construction managers and contractors. We also provide post-lease execution advice on issues related to build-out, pass-throughs, changes of circumstance and eviction litigation. We have represented financial service companies, retailers, advertisers, software businesses and other significant enterprises in obtaining office, technical support and retail space in New York and across the nation.

Development

We have been involved in substantially all types of development projects, including many New York condominiums and cooperatives, and residential and mixed-use developments, regional shopping centers, urban developments and entertainment centers. Our representation of developers has involved construction and permanent mortgage financing, asset based financing, leasehold mortgage financing and sale/leaseback transactions. We also represent developers and lenders in complex term and revolving credit loans, and loans involving the Small Business Administration (SBA) and the Economic Development Authority (EDA).

Lending and Work-Outs

We represent lenders and borrowers in all aspects of real estate-secured lending, including multi-state financings, project financings, direct equity participations and

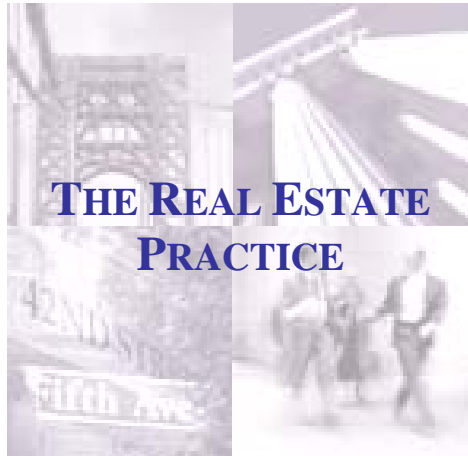
WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE
500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE
ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE
200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



convertible debt offerings. On such matters, our real estate professionals often work closely with our corporate and tax attorneys. Our clients call upon us to provide assistance in a variety of loan transactions, including acquisition and mezzanine financings, construction loans, permanent loans and refinancings, and private placements. We also represent opportunistic buyers of real estate or securities linked to real estate.

Our clients also regularly rely upon the Firm for its experience and ability in originating new solutions to a wide range of workout situations. We have assisted a number of lenders, investors, owners and developers in restructuring their investments in troubled real estate. The long-standing experience of our bankruptcy, litigation and corporate attorneys provides invaluable assistance in these areas when needed. The Firm has significant experience in the representation of lenders, investors and debtors in debt restructuring and the workout of troubled real estate loans and our experience in the development, financing and leasing areas allows us to coordinate the operational considerations and technical requirements of the bankruptcy and foreclosure laws to maximize value to creditors and debtors and to take full advantage of planning opportunities and restructuring alternatives.

Litigation

We are experienced in real estate litigation, with expertise in construction litigation as well as arbitration, mediation and other forms of alternative dispute resolution. Our practice encompasses issues and proceedings in connection with mechanic liens, mortgage foreclosures, real estate taxation, contract rescission, reformation and specific performance actions, quiet title and partition matters, as well as real estate brokerage and we recently concluded a significant and substantial title insurance litigation.

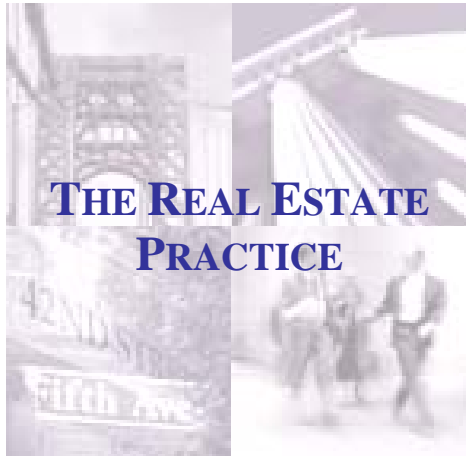
WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE
500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE
ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE
200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM



Real Estate Tax Planning

Our Firm has been involved in structuring many transactions involving the utilization of partnerships, limited liability companies and trusts to obtain favorable federal and state tax consequences from real property transactions. The Firm also represents many companies and individuals involved in like-kind exchanges of real estate and foreign individuals and business entities in the acquisition, financing, leasing and disposition of all types of properties throughout the United States. The scope of the Firm's representation includes analysis of organizational alternatives, ownership restrictions and income and estate tax consequences, and the establishment of the appropriate trust, partnership, or corporate vehicles.

Condominiums and Cooperatives

Our lawyers have a long tradition of being on the forefront of cooperative and condominium law. We lecture to the Real Estate Board of New York and are frequently consulted by real estate professionals. We also represent individuals in co-op and condominium purchase and sale transactions and are committed to completing individual transactions quickly, with a high degree of professionalism and a minimum amount of stress to our clients. We are proud of our reputation for fairness and integrity in handling individual transactions competently while being sensitive to the complex tax and estate planning issues that often arise in these transactions. We are also honored to represent many sophisticated attorneys in their personal co-op and condominium transactions

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK OFFICE

500 FIFTH AVENUE
NEW YORK, NEW YORK 10110
TELEPHONE (212) 382-3300
FACSIMILE (212) 382-0050

NEW JERSEY OFFICE

ONE GATEWAY CENTER
NEWARK, NEW JERSEY 07102
TELEPHONE (973) 733-9200
FACSIMILE (973) 733-9292

CHICAGO OFFICE

200 W. SUPERIOR STREET
CHICAGO, IL 60610
TEL: (312) 280-4590
FAX: (312) 604-7863

WWW.WMD-LAW.COM

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

PARTNERS

MARC L. ABRAMS. Born Johannesburg, South Africa, 1972. Admitted to bar: 1999, New York, U.S. District Court, Southern and Eastern Districts of New York. Education: Northwestern University (B.A., *cum laude*, American 1994); University of Virginia School of Law (J.D., 1998). Editorial Member, *Virginia Journal of International Insurance La Coverage Bulletin*, December 2005. Author, “Of Cabbages and Kings: The Case for Neutral Panels and Reasoned Awards,” *Arias Quarterly*, Fourth Quarter 2004. Formerly with LeBoeuf, Lamb Greene & MacRae (1998 – 2006).

Email: mabrams@wmd-law.com.

SANDIP C. BHATTACHARJI. Born New York, New York, 1963. Admitted to bar: 1991, New York. Education: Yale University (B.A. 1985); Michigan Law School (J.D., *cum laude*, 1989). Member, Asian Affairs Committee of the New York City Bar Association (2000-03). Formerly with Davis Polk & Wardwell (1989-2004; Hong Kong office 1994-98) and Commerzbank Capital Markets Corp. (2004-06). Languages: French and German. Email: sbhattacharji@wmd-law.com

VINCENT T. CHANG. Born Topeka, Kansas, 1962. Admitted to bar: 1988, Ohio; 1990, New York. Education: Harvard University (A.B., *magna cum laude*, 1984); Harvard Law School (J.D., *cum laude*, 1987). Law Clerk, Hon. Robert B. Krupansky, U.S. Court of Appeals, Sixth Circuit (1987-89). Vice Chairman, Robinson-Patman Act Committee of the American Bar Association’s Antitrust Section. Formerly with Davis Polk & Wardwell (1989-2002). Email: vchang@wmd-law.com

GERALD COVIELLO. Born Mount Kisco, New York, 1974. Admitted to bar: 2000, Connecticut; 2001, New York. Education: State University of New York at Albany (B.A., *magna cum laude*, 1996); Pace University School of Law (J.D., *cum laude*, 2000). Note and Comment Editor, *Pace Law Review* (1999-2000). Recipient: Daniel F. Austin Memorial Scholarship for Achievement in Corporate Law (1999-2000). Recipient: National Italian American Foundation Scholarship (1999-2000).

Email: gcoviello@wmd-law.com.

WILLIAM F. DAHILL. Born New Haven, Connecticut, 1962. Admitted to bar: 1991, Connecticut; 1992, New York, U.S. District Court, Southern and Eastern Districts of New York; 1999, U.S. Court of Appeals, Second Circuit. Education: Columbia University (B.A., 1984); Fordham University School of Law (J.D., *cum laude*, 1991). Managing Editor, *Moot Court Board* (1990-91). Recipient: Peter J. O’Connor Award for Evidence, Remedies and New York Practice. Formerly with Cahill Gordon & Reindel (1991-98). Email: wdahill@wmd-law.com.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

PAUL R. DEFILIPPO. Born Long Branch, New Jersey, 1953. Admitted to bar: 1978, New Jersey, U.S. District Court, District of New Jersey; 1979, U.S. Court of Appeals, Third Circuit; 1998, District of Columbia, U.S. Court of Appeals, District of Columbia Circuit, U.S. District Court, District of Columbia; 1999, New York, U.S. District Court, Southern and Eastern Districts of New York. Education: Colgate University (A.B., 1975); Seton Hall University (J.D., *cum laude*, 1978), Phi Alpha Delta. Adjunct Professor, Debtor-Creditor Relations, Seton Hall Law School (1991-92). Lecturer, Legal Research and Writing, Seton Hall Law School (1981-82). Law Secretary, Hon. Clarkson S. Fisher, Chief Judge, U.S. District Court, District of New Jersey (1978-79). Member, Private Panel, U.S. Trustees in Bankruptcy (1979-83). Member, Essex County, New Jersey State and American Bar Associations, and American Bankruptcy Institute. Formerly with Gibbons, Del Deo, Dolan, Griffinger & Vecchione (1979-2002). Email pdefilippo@wmd-law.com.

RORY M. DEUTSCH. Born New York, New York, 1959. Admitted to bar, 1984, Texas; 1986, Massachusetts; 1988, New York. Education: Cornell University (A.B., 1981); Boston University (J.D., *cum laude*, 1984; LL.M., Taxation, 1987). Lecturer, New York State Bar Association, Tax Section, panel on “Cross-Border Acquisitions.” Formerly with Cahill Gordon & Reindel (1988-96). Email: rdeutsch@wmd-law.com.

MASON H. DRAKE. Born Chicago, Illinois, 1965. Admitted to bar: 1994, New York. Education: Harvard University (A.B., *magna cum laude*, 1987); Northwestern University School of Law (J.D., *cum laude*, 1993). Member, Order of the Coif. Book Review and Research Editor, *Northwestern University Law Review* (1992-93). Formerly with Davis Polk & Wardwell (1993-97). Email: mdrake@wmd-law.com.

ALICIA M. GANY. Born New York, New York, 1953. Admitted to bar: 1978, New York; 1979, U.S. District Court, Southern and Eastern Districts of New York. Education: Syracuse University, Newhouse School of Communications (B.S., *cum laude*, 1974); New York Law School (J. D., 1977). Recipient: D. George Levine Memorial Award for the law of Real Property. Recipient: Am. Jur. Book Award for Property Law. Email: agany@wmd-law.com.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

FREDERICK R. KESSLER. Born Washington, D.C., 1962. Admitted to bar: 1989, New York, New Jersey, U.S. District Court, Southern District of New York and District of New Jersey; 1990, U.S. Court of Appeals, Third Circuit; 1992, U.S. District Court, Northern District of California; 1994, U.S. Court of Appeals, Second Circuit. Education: Harvard College (A.B., *cum laude*, 1984); Fordham University School of Law (J.D., 1988). Managing Editor, *Urban Law Journal* (1987-88). Law Clerk, Hon. Inzer B. Wyatt, U.S. District Judge, Southern District of New York (1988-89); Law Clerk, Hon. Anthony J. Scirica, U.S. Court of Appeals, Third Circuit (1989-90). Formerly with Davis Polk & Wardwell (1990-95); Assistant United States Attorney for the District of New Jersey (1995-99). Email: fkessler@wmd-law.com.

JAMES N. LAWLOR. Born Point Pleasant, New Jersey, 1964. Admitted to bar: 1992, New Jersey; 1992, U.S. District Court, District of New Jersey; 1993, New York; 1998, U.S. Court of Appeals, Third and Ninth Circuits; 1999, U.S. District Court, Southern District of New York. Education: University of Delaware (B.A., *cum laude*, 1986); Seton Hall University (J.D., *magna cum laude*, 1992). Managing Editor, *Seton Hall Law Review*. Formerly with Gibbons, Del Deo, Dolan, Griffinger & Vecchione (1992-2002). Email: jlawlor@wmd-law.com.

RICHARD C. LESKA. Born Syracuse, New York, 1996. Admitted to bar: 1995, New York; 1998, California. Education: Cornell University (B.S., 1988); Cornell Law School (J.D., *cum laude*, 1994). Managing Editor, *Cornell Journal of Law & Public Policy* (1993-94). Formerly with Brobeck, Phleger & Harrison LLP (1998-2002). Email: rleska@wmd-law.com.

WILLIAM A. MAHER. Born New York, New York, 1960. Admitted to bar: 1986, New York; 1987, U.S. District Court, Southern and Eastern Districts of New York; 1995, U.S. Court of Appeals, Second Circuit; 1998, New Jersey, U.S. District Court, District of New Jersey. Education: College of William and Mary (B.A., 1982); University of Virginia (J.D., 1985). Member, Order of the Coif. Managing Editor, *Virginia Law Review* (1984-85). Law Clerk, Hon. Milton Pollack, U.S. District Judge, Southern District of New York (1985-86). Formerly with Simpson Thacher & Bartlett (1986-95). Member, Council on Judicial Administration, New York City Bar Association (2001-04). Received Highest Rating (“AV”) by Martindale-Hubbell Rating System. Email: wmaher@wmd-law.com.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

RANDALL R. RAINER. Born Novato, California, 1965. Admitted to bar: 1995, Georgia; 1999, New York; 1995, U.S. District Court, Northern District of Georgia; 1999, U.S. District Court, Southern and Eastern Districts of New York, Eastern District of Wisconsin, Eastern District of Michigan. Education: Duke University (B.S., *cum laude*, 1987); Duke University School of Law (J.D., 1995). Member, *Moot Court Board* (1994-95). Formerly with Simpson Thacher & Bartlett (1996-2000). Email: rrainer@wmd-law.com.

DAVID B. SMALLMAN. Born New York, New York, 1956. Admitted to bar: 1990, New York, Connecticut, U.S. District Court, Southern District of New York; 1992, U.S. Court of Appeals, Third Circuit; 1997, U.S. District Court, Eastern District of Michigan; 1998, U.S. Court of Appeals, Fourth Circuit; 1999, U.S. Supreme Court; 2000, U.S. Court of Appeals, Ninth Circuit; 2002, U.S. Court of Appeals, Second Circuit. Education: Bennington College (B.A., 1977); Vanderbilt University School of Law (J.D., 1989). Research Editor, *Vanderbilt Journal of Transnational Law* (1988-89). Member and Problem Editor, *Moot Court Board* (1988-89). Marr Scholar, (1987-88). Recipient: K. Harlan Dodson Moot Court Award (1989). Author, “The Purloined Communications Exception to Inadvertent Waiver: Internet Publication and Preservation of Attorney-Client Privilege,” 32 *Tort & Ins. L.J.* (1997); “Amicus Practice: New Rules for Old Friends,” 25 *Litigation* 25 (1999); “A Roadmap for Avoiding ‘False-Light’ Claims in Business Reporting,” *The IRE Journal* (2002); “Pre-Litigation Issues for Media Lawyers in the Post-Zabulake World,” *MediaLaw Letter of The Media Law Resource Center* (January 2004); “Libel Claims After Suzuki: Costly Road Ahead?” *The IRE Journal* (January/February 2004); “Evolving Guidelines, Risks: Electronic Storage of Reporters’ Notes,” *The IRE Journal* (May/June 2004); “Hohe Geldstrafen und Gefängnis,” *Message – Internationale Fachzeitschrift Für Journalismus* (3-2005). Member, New York City Bar Association, Committee on Communications and Media Law; Chair, American Bar Association, Media, Privacy and Defamation Law Committee, 1998-99; International Bar Association, Media Law Committee. Formerly with Simpson Thacher & Bartlett (1989-99). Email: dsmallman@wmd-law.com.

DAVID H. WOLLMUTH. Born Buffalo, New York, 1961. Admitted to bar: 1990, New York; 1991, U.S. District Court, Southern and Eastern Districts of New York; 1994, New Jersey and U.S. District Court, District of New Jersey. Education: C.W. Post College, Long Island University (B.S., *cum laude*, 1983); St. John’s University (J.D., *cum laude*, 1987). Associate Editor, *St. John’s University Law Review* (1986-87). Recipient: Outstanding Scholar Award, 1987; Dean’s Scholar Award (Full Scholarship). Author, “Valuation of Collateral in Chapter 11,” *New York Law Journal*, March 31, 1993. Law Clerk, Hon. Joseph M. McLaughlin, U.S. District Court, Eastern District of New York (1989-90). Formerly with Davis Polk & Wardwell (1987-93). Email: dwoollmuth@wmd-law.com.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

COUNSEL

LESTER E. GREENMAN. Born New York, New York, 1955. Admitted to bar: 1987, New York, Massachusetts, U.S. District Court, Southern District of New York. Education: Brandeis University (B.A., *magna cum laude*, 1978); New York University School of Law (J.D., *magna cum laude*, 1986). Member, Order of the Coif. Book Review Editor, *New York University Law Review* (1985-86). Law Clerk, Hon. Milton Pollack, U.S. District Judge, Southern District of New York (1986-87). Formerly with Gibson, Dunn & Crutcher (1987-1990). Assistant United States Attorney for the Southern District of New York (1990-91). Vice President and General Counsel, Sony Interactive Entertainment (1991-1995). Senior Vice President, Software Publishing, Marvel Entertainment Group (1996-97). Partner, Israel Infinity Venture Capital Fund (1998-2001). Executive Vice President and Chief Legal Officer, Majesco Entertainment Company (2005). Email: lgreenman@wmd-law.com.

STUART KAGEN. Born New York, New York, 1971. Admitted to bar: 1996, California, 2000, New York, U.S. District Court, Southern District of New York, 1999. Education: New York University (B.A., *magna cum laude*, 1992); Harvard Law School (J.D. *magna cum laude*, 1995). Articles Editor, *Harvard Journal of International Law*. Email: skagen@wmd-law.com.

MATHEW B. WEST. Born New York, New York, 1962. Admitted to bar: 1997, New York, U.S. District Court, Southern and Eastern Districts of New York. Education: Hamilton College (B.A., 1984); Rutgers Law School (J.D. 1996). Editor, *Rutgers Computer and Technology Law Journal*. Formerly with Sullivan & Cromwell (1996-99); Milbank, Tweed, Hadley & McCloy (1999-2003). Email: mwest@wmd-law.com.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

ASSOCIATES

ANDREW S. BARON. Born Stamford, Connecticut, 1969. Admitted to bar: 2002, New York, U.S. District Court, Southern and Eastern Districts of New York. Education: Rensselaer Polytechnic Institute (B.S., 1991); Cornell University (M.S., 1995); Fordham University School of Law (J.D., 2001). Member, New York City Bar Association, Labor & Employment Law Committee. CLE Speaker, *Electronic Discovery in Employment Law*, Westchester County Bar Association, June 2007. Formerly with Orrick, Herrington & Sutcliffe LLP (1994-2002). Email: abaron@wmd-law.com.

GEORGE BENAUR. Born Moscow, Russia, 1976. Admitted to bar: 2004, New Jersey; 2005, New York. Education: Lafayette College (B.A., 1998); Benjamin N. Cardozo School of Law (J.D., 2004). Member, *Cardozo Journal of Conflict Resolution* (2002-2003). Co-author, “Experiencing a Firm’s Practice and Culture Firsthand: Using a Summer Associate Program to Provide Candidates a Glimpse into the Realities of Firm Life,” *New Jersey Law Journal, Summer Associate Supplement*, Summer 2005; “Opening Pandora’s Box: Unregulated On-Line Pharmacy Operations and Legalized Drug Importation,” *FDLI Update*, Issue 4, July-August 2005; “The Next British Invasion: Foreign Nationals in U.S. Courts,” *New Jersey Law Journal*, April 23, 2007. Member, New York City Bar Association; Member, American Bar Association, Section of International Law, Russian Eurasian Law Committee. Email: gbenaur@wmd-law.com.

ADAM M. BIALEK. Born Poughkeepsie, New York, 1977. Admitted to bar: 2002, New York, New Jersey, U.S. District Court, District of New Jersey; 2006, U.S. District Court, Southern and Eastern Districts of New York. Education: Boston University (B.A., *cum laude*, 1999); Tulane University Law School (J.D., 2002). Member, *Journal of American Arbitration* (2000-01). Law Clerk, Hon. Ronald B. Sokalski, Superior Court, New Jersey (2002-03). Formerly with Brill & Associates (2003-05). Email: abialek@wmd-law.com.

THOMAS FILARDO. Born Rockville Centre, New York, 1977. Admitted to bar: 2003, New York; 2004, U.S. District Court, Southern and Eastern Districts of New York. Education: Villanova University (B.A., *cum laude*, 1999); Tulane University Law School (J.D., 2002). Phi Delta Phi (2000-02). Managing Editor and Executive Editor, *Journal of American Arbitration* (2000-02). Formerly with Clifford Chance US LLP (2002-04). Email: tfilardo@wmd-law.com.

WOLLMUTH MAHER & DEUTSCH LLP

NEW YORK, NEW YORK ▪ NEWARK, NEW JERSEY ▪ CHICAGO, ILLINOIS

G. CHRISTOPHER HARRISS. Born White Plains, New York, 1976. Admitted to bar: 2003, New York; 2004, U.S. District Court, Southern and Eastern Districts of New York. Education: Columbia College, Columbia University (B.A., 1999); The George Washington University School of Law (J.D., 2002). Member, *The George Washington International Law Review* (2000-02). Email: charriss@wmd-law.com.

DANIELLE L. KLEIN. Born New York, New York, 1978. Admitted to bar: 2005, New York. Education: University of Michigan (B.A., 2000); Fordham University School of Law (J.D., 2004). Notes and Articles Editor, *Fordham Environmental Law Review*. Email: dstein@wmd-law.com.

KENNETH J. MILES. Born Bronxville, New York, 1975. Admitted to bar: 2002, Connecticut; 2003, New York. Education: Boston College (B.A., *cum laude*, 1998); Pace University School of Law (J.D., *cum laude*, 2002). Email kmiles@wmd-law.com.

SERENA M. PARKER. Born, New York, New York, 1973. Admitted to bar: 2002, New York; 2003, U.S. District Court, Southern and Eastern Districts of New York. Education: Yale University (B.A., 1995); Georgetown University Law Center (J.D., 2001). Recipient: International Academy of Trial Lawyers Award for Excellence in Clinical Program (2001). Co-author, "Asking for a Note from Your Torturer: Corroboration and Authentication Requirements in Asylum, Withholding and Torture Convention Claims," *Immigration and Nationality Law Handbook*, Vol. 1 (2001-2002). Formerly with Katten Muchin Zavis Rosenman (2001-04). Email: sparker@wmd-law.com.

JENNIFER L. RUDOLPH. Born New Rochelle, New York, 1977. Admitted to bar: 2002 Connecticut; 2003, New York, U.S. District Court, Southern District of New York. Education: Villanova University (B.A., 1999); Fordham University School of Law (J.D., 2002). Formerly with Thacher Proffitt & Wood LLP (2002-2005). Email: jrudolph@wmd-law.com