

MATERIALS PREPARED FOR

ICANN

***Leveraging Latham's Expertise to Assist the
Cross Community Working Group (CWG)
in Developing an IANA Stewardship Proposal
on the Naming Related Functions of ICANN***

February 2015

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An Experienced, Knowledgeable Team in Multiple Markets

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DELIVERING VALUE TO YOU

Meeting Your Needs to Develop an IANA Stewardship Transition Proposal

Our team is pleased to have the opportunity to present to you a description of Latham's breadth of experience and expertise to assist you in developing an effective IANA stewardship transition proposal. Latham offers access to a partner-led, dedicated team of lawyers with deep experience in corporate structuring and management matters, as well as related expertise in internet regulatory issues, international tax structuring, antitrust and bankruptcy. Our robust team coupled with the expertise we provide around the globe will allow Latham to provide the CWG with counsel that competitors cannot match.

Global Platform

In handling some of the most significant and ground-breaking worldwide matters, we draw upon a field of experts from our offices around the world for each client assignment.

- We have experts in California, Washington, New York, Brussels, Singapore and elsewhere in corporate structuring, technology transactions, communications regulatory, antitrust and competition law, transactional tax, bankruptcy and other essential areas of business law
- We provide integrated client service worldwide — through a network of more than 2,000 lawyers
- Few firms can match the depth and breadth of our geographic platform and legal expertise

Representative Experience

Latham has experience working with government organizations to develop groundbreaking initiatives, policies and law. We look forward to discussing our experience with you.

What Sets Latham Apart

We Understand Technology

No other global law firm has Latham's technology expertise, and no other technology firm has our global footprint.

Global Reach

With lawyers deployed in key technology and commercial centers around the world, Latham is well positioned to provide on-the-spot, market-savvy counsel.

Client-Focused Approach and Methodology

We put the client's best interest at the forefront of every matter. Teams are partner-led in a hands-on way during every stage of the matter. We present clients with solutions early in the matter to get commercial and legal issues out of the way. Latham's lawyers strive to partner with clients from beginning to end.

Seamless Teamwork

Latham's culture of interconnectedness is key to the firm's ability to serve clients seamlessly regardless of geographic considerations. Our integrated one-firm global platform is the cornerstone of the success and quality of our work.

DEDICATED ICANN TEAM

Your Trusted Advisors

ICANN Team Co-Lead



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DEDICATED ICANN TEAM continued

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OUR GLOBAL PLATFORM

With lawyers deployed in key technology and commercial centers around the world, Latham is well positioned to provide on-the-spot, market-savvy counsel



North America

Boston
Century City
Chicago
Houston
Los Angeles
New York
Orange County
San Diego
San Francisco
Silicon Valley
Washington, D.C.

Europe

Barcelona
Brussels
Düsseldorf
Frankfurt
Hamburg
London
Madrid
Milan
Moscow
Munich
Paris
Rome

Middle East

Abu Dhabi
Doha
Dubai
Riyadh

Asia

Beijing
Hong Kong
Shanghai
Singapore
Tokyo

OUR ACCOLADES

A Top-Tier Global Team

Latham Named to "A-List" 12 Years in a Row

Affirming the firm culture and strong working relationships with clients, Latham was included on *The American Lawyer's* prestigious "A-List" for the 12th consecutive year. The list ranks "the most well-rounded" firms, based on the assessment of the revenue per lawyer, pro bono commitment, associate satisfaction and diversity

The American Lawyer A-List 2014



Privacy Group of the Year

Law360 commended Latham's privacy team, which has "become so well-versed in the emerging—and not always well-understood—realm of cross-border privacy threat response that they are actively sought by corporate officers wanting guidance on the latest legal thinking."

Law360 2013



Strong Communications Team

Noted for its diverse and impressive client roster throughout the communications industry, Latham was commended for its "strong regulatory, transactional, and litigation group, with both national and international experience."

Chambers USA 2014



Client Service A-Team

Latham was named to the "Client Service A-Team," representing the "30 top-performing law firms which clients rate the highest for superior client service," marking the 10th year the firm has been recognized.

BTI Consulting Group 2014



Ranked by *Law360* for Media Strengths

Latham was cited as having one of the largest global Media & Entertainment law practices, lauded for "residing firmly in the convergence point between technology and media."

Law360 2011



Top Three Law Firms by General Counsel

Latham was listed among the top three law firms by general counsel nationwide based on a 2013 *FTI Consulting* study, which noted "while name and prestige may initially bring a firm to the fore, its staying power comes from demonstrating results."

Corporate Board Member Magazine 2013



**EXPERTISE AND
EXPERIENCE ON WHICH
YOU CAN RELY**

LATHAM & WATKINS LLP

OUR EXPERTISE

Corporate Governance Practice

Latham's Corporate Governance lawyers serve as seasoned crisis counselors to corporate clients in high-profile and often high-risk situations.

Directors and senior management turn to Latham's corporate governance lawyers for best-practices advice relating to:

- Corporate governance
- Regulatory requirements
- Related state corporation law
- Securities and Exchange Commission (SEC) compliance
- Shareholder communication
- State and federal disclosure

We bring our deeply considered judgment, born of wide legal and technical experience, to our corporate governance-related representations. Renowned practitioners, including former high-ranking SEC officials, rule makers and enforcement lawyers, provide our clients with state-of-the-art knowledge on cutting-edge governance issues in the US.

Our senior lawyers serve as seasoned crisis counselors to corporate clients in high-profile and often high-risk situations, such as internal and external investigations, control contests, shareholder activism, accounting re-statements and major strategic initiatives. They have the experience that companies need to operate as exemplary corporate citizens, as well as the requisite abilities when unforeseen trouble hits.

A dedicated advisory team within the practice focuses on highly specialized SEC matters involving complex disclosure and compliance issues under the US federal securities laws. The firm's dedicated advisory team supports clients with respect to:

- Board composition and election contests
- Corporate investigations
- Foreign Corrupt Practices Act (FCPA)
- Foreign private-issuer SEC compliance
- Public company SEC reporting and proxy matters
- Sarbanes-Oxley compliance
- Shareholder proposals

Our team also offers litigation advice involving SEC enforcement, private securities litigation, M&A and take-over contests, and other federal securities law issues.

Latham provides strategic counsel and assistance in communicating and interacting with self-regulatory organizations (SROs), such as:

- Financial Industry Regulatory Authority (FINRA)
- NASDAQ
- NYSE
- Public Company Accounting Oversight Board (PCAOB)

2014 Go-To Law Firm

For the tenth consecutive year, Latham was recognized as a "Go-To Law Firm" by the *American Lawyer Media's* annual general counsel survey. The firm was recognized in various litigation areas, including: contracts litigation, patent prosecution, securities litigation and torts litigation, based on its representation of America's top 500 corporations.

Corporate Counsel 2014



OUR EXPERTISE

Technology Transactions Practice

Latham's Technology Transactions Practice assists clients with the acquisition, development, protection, exploitation, licensing and sale of technology and services.

Trusted Advisors

Companies that develop, commercialize, own, use or outsource technology and intellectual property turn to Latham to address the complex issues that can arise during deal negotiations, along the road to market, and after deployment.

Commercial and IP Transactions Advisors

As IT businesses become increasingly interdependent in a highly-competitive, dynamic and globalized marketplace, they must ensure their ability to collaboratively and profitably develop, protect, share and exploit their assets.

Latham's approach to technology and commercial transactions is to provide clients with complete access to a highly experienced team dedicated to the project. Our objective is to become an extension of the in-house counsel role.

Our IT Systems Industry Group and Internet & Digital Media Industry Group includes technology transactions lawyers who provide practical, industry-savvy strategic guidance to help our clients address these needs, whether they arise in day-to-day operations or vital, company-changing transactions, by developing and negotiating:

- Strategic alliances
- Joint ventures
- Commercial transactions
- Share and asset transactions
- Intellectual property development and licensing agreements
- Outsourcing and service agreements
- OEM and supply agreements
- Distribution and reseller agreements
- Advertising, marketing and co-branding agreements

Latham's technology transactions lawyers draw on our broad array of practice groups in the US and abroad to address issues that frequently arise during the negotiation and implementation of commercial agreements, including:

- Regulatory compliance
- Data privacy and security
- Telecommunications
- Antitrust
- Export control
- Tax
- International dispute resolution

Tier **1**

Top Ranked Firm in Technology Transactions

The Legal 500 US 2014

Band **1**

Top Ranked Firm in IT & Outsourcing

Chambers Global 2014

Latham remains "exceptionally well regarded in the technology and communications arena, and its corporate capabilities make it a regular presence on the most significant international transactions."

Chambers Global 2013

OUR EXPERTISE

Communications Industry Group

Clients in the communications sector turn to Latham for our unique combination of regulatory, transactional and litigation prowess, and a global, interdisciplinary team.

Latham's communications industry clients are international, and range from emerging companies to large, established corporations. Clients include satellite firms, cable operators, wire-line and wireless telecom companies, broadband providers, and ISPs, broadcasters, content providers, and equipment manufacturers.

We also provide counsel to non-communications companies with industry-related needs, including private equity firms, venture capital funds, banks and other institutions that invest in, and lend to, communications companies around the world.

Latham lawyers have relevant industry and government experience, as well as invaluable insight into the strategic objectives and commercial realities facing communications businesses. We regularly provide strategic advice on the creation of new telecom and internet-based businesses.

We represent clients on all aspects of communications law and its intersection with business, from regulatory and strategic matters to M&A and capital markets transactions, to patent litigation and appellate work.

Regulatory and Strategic Counseling

In the regulatory arena, Latham advises clients and represents them before federal agencies such as the Federal Communications Commission, Commerce Department, Department of Justice and State Department, as well as before state regulatory agencies and local governments. We help them formulate strategy and implement campaigns to shape legislative and executive branch initiatives, initiate regulatory proceedings, and participate in litigation at the trial and the appellate level.

Latham also advises clients on:

- Antitrust and competition matters
- Content licensing, acquisition and distribution
- Corporate finance, insolvency and restructurings
- Spectrum strategies
- Privatizations
- Project development and finance
- Technology transactions, outsourcing and service agreements
- Government relations
- National security and foreign ownership matters

Tier **1**

Top Ranked Telecom & Broadcast: Transactional and Regulatory

The Legal 500 US 2014

Latham is an "absolutely excellent firm in terms of thoroughness, expertise, judgment and solid advice."

Chambers Global 2013

"A prestigious client base is attracted to the firm's impressive reputation across various facets of TMT. Provides highly regarded technology expertise."

Chambers Global 2014

OUR EXPERTISE

Tax-Exempt Organizations Practice

Latham's Tax-Exempt Organizations Practice lawyers counsel nonprofit and tax-exempt clients on a range of tax issues and provide practical advice on a variety of operating and general business issues.

Our Tax-Exempt Organizations Practice lawyers have years of experience representing nonprofit and charitable organizations, their financing partners — including investment banks, commercial banks and private equity funds — and philanthropists. We have particular expertise in working with tax-exempt universities and other educational institutions, scientific research and healthcare organizations, museums, Native American tribes and the organizers of nonprofit sporting events.

clients in audits by the US Internal Revenue Service, state and local tax authorities, and US and State Attorneys General. Our Tax-Exempt Organizations Practice also frequently assists clients in the formation of new tax-exempt entities, including private foundations and publicly supported charities.

The Tax-Exempt Organizations Practice lawyers have years of experience representing nonprofit and charitable organizations, their financing partners and philanthropists.

Comprehensive Expertise

Tax-exempt clients come to us for assistance with:

- US federal and state tax exemption
- Tax-exempt financing and fundraising
- Unrelated business income taxation
- Investment and deployment of endowments
- Operating and general business issues relevant to the tax-exempt community

We represent charities and donors in structuring and documenting sophisticated charitable giving arrangements and tax compliance aspects of complex investments and financial transactions. We represent

OUR EXPERTISE

Global Antitrust & Competition Practice

Latham delivers an integrated Antitrust & Competition Practice that serves clients' needs both locally and globally, addressing all dimensions of antitrust risk.

Our Global Antitrust & Competition Practice is built around highly qualified practitioners who are accustomed to working across borders and are fully aware of both the local and international dimensions of antitrust and competition issues. No matter what the business model or industry, Latham provides forward-looking, business-centric advice and counsel.

Meeting the Challenges of Today's Global Antitrust Climate

More than 100 countries have antitrust laws, and enforcement regimes routinely collaborate on major merger and business conduct investigations. More than 70 of these jurisdictions require pre-merger notification and approval for transactions affecting commerce within their borders. The United States, the European Union, its Member States and many other countries have dramatically increased the number and scope of investigations into cartel conduct and allegations of price-fixing. Private damages antitrust litigation — a fixture in the US — is also rapidly increasing in Europe and other jurisdictions.

This highly-regulated environment creates a dangerous operating climate for businesses and requires sophisticated antitrust counsel, with global capabilities, knowledge of local

practices, and comprehensive expertise across the major antitrust disciplines of mergers, cartel and conduct investigations, and litigation.

An Integrated Approach to Antitrust & Competition

Latham's Global Antitrust and Competition Practice meets these challenges every day with lawyers that match market-leading local expertise with broad experience in providing seamless, integrated service across borders. Our lawyers live and work in the world's major antitrust jurisdictions and have first-hand experience working in dozens of other countries. Many are multilingual, speaking at least two languages fluently.

We take a comprehensive, business-centered approach to handling the full scope of antitrust and competition law issues, including:

- Abuse of dominance investigations
- Cartel enforcement
- Competition-related litigation
- Counseling & compliance
- Criminal grand jury matters
- Mergers, acquisitions and joint ventures

"Global Elite" Competition Practice

For the seventh year running, Latham's Global Antitrust & Competition Practice garnered a top-ten spot on *Global Competition Review's* GCR100 Global Elite, their "definitive ranking" of the world's top competition practices.

Global Competition Review GCR100 2015



2014 Competition Practice of the Year

Latham & Watkins' Global Antitrust & Competition Practice was named Practice Group of the Year for a second year in a row by *Law360*. Out of a record number of submissions, Latham was recognized for its "banner year" and for how the team "came through for clients in 2014, sealing the big deals and winning the high-stakes suits."

Law360 2014



OUR EXPERTISE

International Tax Practice

Clients count on Latham's leading international tax team to develop practical solutions to complex cross-border tax issues arising during multijurisdictional transactions and multinational tax planning issues.

Innovative Tax Advice

With a focus on stand-alone consulting projects and corporate and finance transactional matters, more than 70 international tax lawyers in the US, Europe and Asia advise clients in all phases of cross-border tax work, including:

- Advising on transfer pricing matters
- Developing and using intellectual property
- Judging potential risks of challenges by tax authorities
- Optimizing a global tax structure
- Placing intercompany debt
- M&A tax issues

Global Group Planning

We assist clients in their tax planning and structuring matters involving group financing, supply chain, manufacturing and distribution and transfer pricing. We help clients to avoid potentially serious tax consequences and has experience optimizing their global tax planning structures, including:

- Corporate structure
- Placement of intellectual property
- Intercompany transactions
- Cash repatriation
- Withholding tax issues

Optimizing Investments

Our lawyers assist clients to minimize their worldwide taxes through holding company structures, restructurings and post-closing integration, while maximizing their credits against national tax authorities and facilitating repatriation of international earnings on a tax-efficient basis.

Cross-border M&A

Our fully integrated global tax and M&A teams structure transactions to achieve their clients' key tax goals, such as tax-free status, basis step up and optimal debt placement. We have substantial expertise advising on deals involving consideration in cash or securities, including hybrid securities.

"This team is well regarded for its wide-ranging tax workload, which includes capital markets activities and fund-related tax advice. It maintains its heavyweight US practice, which represents clients in a range of contentious and transactional matters, and also provides valuable experience in tax fraud issues. Its strong European presence is made up of notable teams in the UK, Germany, France and Spain."

Chambers Global 2013

Strong corporate tax team with a global footprint and a notable presence in the finance sector, including private equity.

Chambers UK 2014

Latham's tax team is "creative and proactive, with a great understanding of our business."

Chambers Europe 2013

"Latham is recognized in the market as a key player."

The Legal 500 US 2014

OUR EXPERTISE

Restructuring, Insolvency and Workouts Practice

Organizations and companies, creditors and shareholders turn to Latham for guidance and advice on the world's largest and most complex restructurings and insolvency proceedings.

Today's increasingly complex insolvency and restructuring transactions require the global coordination of substantive expertise from diverse practice areas. Latham has the breadth of practice that is required to represent any major participant in a restructuring transaction or insolvency proceeding. In order to deliver a successful restructuring, the firm draws on its extensive legal expertise on global financial transactions – securities law, corporate, litigation, real estate, employment and pensions, environmental, regulatory and tax law.

Latham's fully coordinated Restructuring, Insolvency and Workouts Practice has the geographic presence and resources to provide top-quality legal service anywhere in the world, especially on matters with significant cross-border challenges. In addition, the firm's extensive involvement across the globe with every form of current finance structure gives its lawyers the necessary experience to design and implement the most complex financial restructurings.

The global Restructuring, Insolvency and Workouts practice represents corporations, banks, creditors' committees, hedge funds, sponsors, insurance companies and other financial institutions on workouts,

restructurings and bankruptcy cases from middle market businesses to the largest multinational enterprises.

Latham offers clients a full range of services in the restructuring and insolvency arena, including:

- Cross-border, out-of-court restructurings
- Multinational insolvencies and workouts
- Strategies for distressed investors to obtain control of troubled companies
- Chapter 11 and Chapter 15 proceedings
- Rescue, debtor-in-possession and exit financings
- Pre-packaged and pre-arranged plans of reorganization
- Exchange and tender offers and consent solicitations
- Distressed M&A including acquiring assets out of formal insolvency proceedings
- Chapter 11 litigation, including defending against lender liability actions, fraudulent conveyance claims and challenges to acquisitions, as well as bringing actions to recover assets

Sources describe Latham as "excellent, highly creative, very responsive and had the right people and the right level of expertise."

Chambers Global 2012

YOUR LATHAM TEAM

YOUR TEAM

Charles K. Ruck

Charles Ruck's practice focuses on mergers and acquisitions, capital markets, and general corporate and securities matters. He serves as primary outside counsel to a number of public and privately held companies and he regularly represents boards of directors and special committees in complex strategic corporate governance matters. He is a former member of Latham's Executive Committee and currently serves as Chair of the firm's Strategic Client Initiative.

Profile

Mr. Ruck's practice focuses on mergers and acquisitions, capital markets, and general corporate and securities matters. In the merger and acquisitions area, Mr. Ruck has experience advising on a variety of transactions, including:

- Mergers and tender offers
- Strategic acquisitions and divestitures involving earn-outs and CVRs
- Hostile takeovers
- Going private transactions

Mr. Ruck's capital markets practice includes advising numerous public and private offerings of both debt and equity securities, representing issuers and underwriters. Additionally, he regularly represents the nation's top investment banks in their capacities as financial advisors, underwriters and placement agents.

Mr. Ruck formerly served as a clerk to the Honorable David M. Ebel, on the US Court of Appeals for the Tenth Circuit, and as negotiator for the US Trade Representative at the World

Trade Organization in Geneva, Switzerland.

Experience

Mergers & Acquisitions

Mr. Ruck's representative transactions include advising:

- Actavis plc in its US\$25 billion acquisition of Forest Laboratories, its US\$8.5 billion acquisition of Warner Chilcott, predecessor company Watson Pharmaceuticals in its US\$5.65 billion acquisition of Actavis Group Hf in 2012 after which Watson took the target's name, its US\$1.75 billion acquisition of the Arrow Group in 2009, its US\$2 billion acquisition of Andrx Corp. in 2006, its US\$184 million acquisition of Makoff R&D Laboratories Inc. in 2000, its related financings and other transactions
- Apollo Global Management and TPG Capital in the formation of Caesars Growth Partners and Caesars Acquisition Corporation and the acquisition of US\$2.2



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Education

JD, University of Michigan Law School, 1992

BA, University of California, Berkeley, 1989

Bar Qualifications

California, New York

Recognition Highlights

Selected for inclusion in *The Best Lawyers in America* as a recommended attorney in Mergers and Acquisitions Law for 2012, 2013 and 2014

Selected as one of the "Dealmakers of the Year" by *The American Lawyer* 2013

Leading Mergers & Acquisitions lawyer in the US by *Chambers Global* 2013 (Band 2) and in Southern California by *Chambers USA* 2013 (Band 1)

Named a "Life Sciences Star" for transactional work by *Euromoney's Legal Media Group* 2013 and 2012

Law360 as a 2012 "MVP" in Mergers & Acquisitions

The Daily Journal as one of the Top 100 Attorneys in California in 2008 and 2012

The New York Times as one of an exclusive group of legal and financial professionals leading the next generation of corporate deal makers

The Legal 500 US 2012 as a key partner for his Venture Capital and Emerging Companies expertise in life sciences

California Lawyer as Transactional "Attorney of the Year"

Nightingale's Healthcare News as one of the 12 "Outstanding Healthcare Transaction Lawyers"

YOUR TEAM continued

billion in assets from Caesars Entertainment Corporation

- Avanir Pharmaceuticals in its US\$3.5 billion acquisition by Otsuka Pharmaceutical
- Starbucks Corporation in its US\$913 million acquisition of Starbucks Coffee Japan, Ltd.
- The special committee of independent directors of Griffin-American Healthcare REIT II in its US\$4 billion acquisition by NorthStar Realty Finance Corp.
- Spirit Realty Capital, Inc. in its US\$7.1 billion merger with Cole Credit Property Trust II
- Cadence in its US\$1.4 billion acquisition by a subsidiary of Mallinckrodt plc
- ArthroCare Corporation in its US\$1.7 billion acquisition by Smith & Nephew
- Amgen in its US\$10.4 billion acquisition of Onyx Pharmaceuticals, its US\$19 billion acquisition of Immunex, Inc., its US\$2 billion acquisition of Tularik, its US\$10 billion debt financings/equity self-tender, its US\$4.5 billion offering of investment-grade notes and other transactions
- J.P. Morgan as financial advisor in the:
 - US\$3.3 billion merger of Wright Medical Group and Tornier
 - US\$8.6 billion merger of MAA and Colonial Properties Trust
 - US\$1.65 billion acquisition of MAKO Surgical Corp. by Stryker Corporation
- US\$13.6 billion acquisition by Thermo Fisher of Life Technologies
- US\$4 billion acquisition of Gambro AB by Baxter International
- US\$2.6 billion merger of Covidien and ev3
- US \$3.6 billion acquisition of King Pharmaceuticals by Pfizer Medicis Pharmaceutical in the US\$2.6 billion acquisition by Valeant Pharmaceuticals
- Goldman, Sachs & Co. in the US\$7 billion acquisition of Amylin Pharmaceuticals by Bristol-Myers Squibb
- Multimedia Games in its US\$1.2 billion acquisition by Global Cash Access Holdings
- Quest Software in its US\$2.4 billion acquisition by Dell
- Harrah's Entertainment in its US\$28 billion sale to affiliates of Texas Pacific Group and Apollo Management, its US\$10.3 billion acquisition of Caesars Entertainment and other transactions
- Complete Production Services in its US\$6.2 billion merger with Superior Energy Services
- American Medical Systems Holdings in its US\$2.9 billion sale to Endo Pharmaceuticals Holdings
- ICOS Corporation in its US\$2.3 billion sale to Eli Lilly
- Hydril Company and its controlling shareholders in its US\$2.2 billion sale to Tenaris S.A.
- First Health Group Corp. in its US\$1.9 billion acquisition of Coventry Health Care

YOUR TEAM continued

- Adecco in its US\$1.3 billion acquisition of the MPS Group
- Cougar Biotechnology in its US\$1 billion sale to Johnson & Johnson
- Bank of America Merrill Lynch in the US\$15.6 billion acquisition of MedImmune, Inc. by AstraZeneca , the US\$11 billion acquisition by Gilead Sciences of Pharmasset, and the US\$10 billion merger of Federal Express and Kinko's
- Morgan Stanley in the US\$8.1 billion merger of PacifiCare Group with UnitedHealth Group, creating one of the largest managed care and benefits companies
- Goldman, Sachs & Co. in the US\$2.8 billion sales of Advanced Medical Optics to Abbott and the US\$6.2 billion acquisition of Cytoc Corporation by Hologic

YOUR TEAM

Anthony R. Klein

Anthony R. Klein is the Global Co-chair of Latham's Technology Transactions Practice Group, Global Co-chair of the Information Technology – Hardware, Software & Services Industry Group and a member of the Emerging Companies Practice Group.

Profile

Mr. Klein provides strategic counseling and negotiating of technology-related transactions for a wide range of emerging growth and established technology and service companies, particularly in the fields of:

- eCommerce
- Internet services
- Software licensing
- Retail and commercial products
- Semiconductor design and manufacture
- Medical devices
- Clean technologies

Mr. Klein routinely structures, prepares and negotiates US and cross-border agreements for:

- Strategic alliances and joint ventures
- OEM, VAR and other distribution arrangements
- Technology development
- Technology and intellectual property transfers and licensing
- Portal, branding and other cross-promotion and marketing agreements
- Outsourcing
- Hosting, fulfillment and other service provision arrangements
- Manufacturing and supply agreements

Mr. Klein serves on the Silicon Valley Juvenile Diabetes Research Foundation (JDRF) board.

Experience

Mr. Klein's experience includes:

- Advised the Government of Abu Dhabi regarding the revision of its intellectual property laws to benefit the establishment of the semiconductor industry in Abu Dhabi
- Advised Lucasfilm regarding intellectual property matters in its acquisition by Disney
- Advised Avago Technologies Limited in its acquisition of LSI Corporation.
- Advised Spansion in its acquisition of the Microcontroller and Analog business of Fujitsu Semiconductor.
- Represented AMD in the commercial and IP aspects of the establishment of GlobalFoundries.



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Education

JD, University of California, Los Angeles School of Law, 1990

AB, Harvard College, 1986

Bar Qualifications

California

Recognition Highlights

"Anthony Klein is valued for the business-oriented counsel he provides to emerging growth companies and leading service providers. Global cochair of the semiconductor industry group, he is particularly well versed in transactions relating to that field, while also maintaining expertise in other areas including clean technology and medical devices." *Chambers USA 2013 - IT & Outsourcing*

Recognized as a leading technology transactions attorney by *Chambers Global* and the *Legal 500 US*

"Drew 'unanimous praise' as a highly recommended patent and technology licensing lawyer, and described as a 'win-win negotiator, who helps to build firm, long-lasting relationships' and 'equally at home acting for emerging companies and large institutional clients.'" *IAM Licensing 250 2011/2012*

YOUR TEAM

Kee-Min Ngiam

Kee-Min Ngiam practices in the areas of technology and media transactions, mergers and acquisitions, and capital markets, with a focus on complex, cross-border transactions across all three practices. He is adept at navigating and bridging cultural differences, particularly between Asia and the United States.

Profile

Mr. Ngiam has substantial experience working on technology and media transactions with companies in the online, telecommunications, video game, media and entertainment, retail and life sciences industries. This includes investment and acquisition transactions, as well as IP and technology development, licensing, acquisition, publishing and distribution deals. He also regularly advises clients on a diversity of technology and IP matters including cloud services, data privacy and security, regulatory compliance, IP ownership, IP protection and enforcement, the treatment of IP licenses in US restructuring transactions and IP considerations in secured financing.

Mr. Ngiam represents clients on both buy-side and sell-side M&A transactions, and has successfully represented private equity and both public and private company clients in industries ranging from entertainment and media to financial services to agri-business. He has particular expertise advising on cross-border transactions, which involve targets or acquirers from different geographies.

Mr. Ngiam's capital markets practice focuses on helping companies

access the US capital markets, and he has acted as counsel for both issuers and underwriters on a variety of debt and equity offerings. He has worked on offerings by both US and foreign issuers, including initial public offerings and high-yield debt offerings for companies across various industries.



Associate, Singapore

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Education

JD, University of California, Los Angeles School of Law, 2007

BA, Drew University, 2004, *summa cum laude*; *Dean's List*; *Phi Beta Kappa*

Bar Qualifications

California

Languages

Chinese (Mandarin), English

YOUR TEAM

Luke Grubb

Luke Grubb's practice encompasses all forms of technology and intellectual property matters. He has particular expertise in advising on all forms of information technology outsourcing transactions and business process outsourcing transactions.

Profile

Mr. Grubb regularly advises clients on all the commercial and legal aspects of technology procurement, systems development and licensing arrangements and technology joint ventures. He also advises on cross border aspects of commercial transactions and multi-country implementation of commercial technology and outsourcing transactions.

Mr. Grubb has developed a substantial practice advising clients in a broad range of sectors on complex sourcing transactions including financial institutions, telecommunications, entertainment, media and retail, manufacturing and ecommerce.

Mr. Grubb speaks at seminars on sourcing matters including recent seminars on global trends in outsourcing transactions and maximizing renegotiation options in failed outsourcing deals.

Experience

Mr. Grubb's representative experience includes advising:

- A global media company – advising the client on a project to implement and run tax compliance software and associated outsourced

services across the client's five divisions

- A global UK headquartered bank – advising the bank on the structuring and negotiation a global arrangement for sourcing contingent workers
- A leading UK retail bank – leading the sourcing project to consolidate and re-tender all of the bank's voice and network requirements across all of its offices and branches in the UK and Internationally
- A global corporation – renegotiation and restructuring of all of the client's information technology infrastructure services in over 60 countries. The transaction was completed in record time in order to release material cost savings for the client as part of its ongoing cost restructuring exercise



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Education

Diploma in Legal Practice, BPP Law School, 1995, Commendation

Postgraduate Diploma in Law, BPP Law School, 1994

BA, Victoria University of Manchester, 1989

Bar Qualifications

England and Wales (Solicitor)

Recognition Highlights

Luke Grubb is lauded by sources for being "very alive to the commercial issues that IT clients face." - *Chambers UK 2012*
Highly recommended - *The Legal 500 UK 2009*

YOUR TEAM

Gail E. Crawford

Gail Crawford is Chair of the firm's Data Privacy Committee, Co-chair of the Technology Transactions Group, and Co-Chair of the Internet and Digital Media Industry Group. Her practice focuses primarily on technology, intellectual property and commercial law and includes technology and Intellectual Property licensing agreements, joint ventures, technology procurement, outsourcing and advising on data protection, e-commerce and consumer protection legislation.

Profile

Ms. Crawford is an editor of the Latham & Watkins Global Privacy & Security Compliance Law Blog (www.globalprivacyblog.com) and has contributed to a number of publications and conferences in the area of data privacy and security.

Ms. Crawford has previously spent time working in-house on secondment to Diageo where she created the information technology and outsourcing legal function and was the legal lead on the project to transform and outsource Diageo's finance and accounting processes on the back of the company's SAP roll-out in over 45 countries. She has also worked on secondment with the information technology and operations function of the Lloyds Banking Group.

Experience

Ms. Crawford's representative transactions include:

- Advising a global internet portal on issues relating to data privacy and communications legislation including access to communications data by law enforcement authorities arising as a

result of the proposed corporate re-structure

- Advising a global IT infrastructure provider on a global data privacy audit and compliance program
- Advising a global company on privacy issues in relation to its market-leading digital marketing strategy focused on e-marketing and exploiting customer-driven marketing utilizing Web 2.0 opportunities
- Advising on data privacy and export issues in relation to a number of global outsourcing transactions involving the movement of data off-shore
- Advising on whether personal data provided to US lawyers and law enforcement authorities from the UK in connection with potential fraud proceedings was provided in breach of European Data privacy rules
- Providing training to clients on data privacy issues.
- Providing UK, and coordinating pan-European, data protection advice to US companies expanding into the European market



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Education

Postgraduate IP Diploma, Bristol University, 2004

LPC, Nottingham Law School, 1998, Distinction

BA (Hons) Law, Trinity College, 1997

Bar Qualifications

England and Wales (Solicitor)

Recognition Highlights

Ms. Crawford is ranked as a notable practitioner for Information Technology and Data Protection by *Chambers UK 2015*. She is also recommended for Data Protection by *The Legal 500 UK 2014* and is listed in the "Up and Coming" category for Intellectual Property by *Chambers UK 2012*.

Clients regard Ms. Crawford as "pragmatic and very much solutions-focused, as well as exceptionally responsive". Sources say she has "extensive in-house experience, so she is really aware of the needs of clients and how to appropriately respond to them". - *Chambers UK 2015*

Ms. Crawford is praised for "always having her finger on the pulse of the market whilst being friendly, down to earth and easy to talk to." Clients say that Ms. Crawford "brings a practical sensibility of what regulators are likely to take issue with. She can look at a programme and anticipate regulators' responses". - *Chambers UK 2014*

Ms. Crawford "has genuine global knowledge and ensures a commercial layer of pragmatism is applied to the black letter of the law". - *The Legal 500 UK 2014*

YOUR TEAM

David O. Kahn

David Kahn is a member of the firm's Finance Committee, former chair of the Los Angeles office Tax Department and Chair of the firm's Tax-Exempt Organization Practice.

Profile

Mr. Kahn offers a broad-based tax practice. His areas of concentration include the federal taxation of corporations, partnerships (including master limited partnerships) and real estate investment trusts. This includes the federal tax consequences associated with taxable and tax-free mergers and acquisitions, spin-offs and corporate and partnership reorganizations.

Mr. Kahn has significant experience with tax issues of interest to emerging companies and their investors. He also has substantial experience in the areas of charitable transfers and tax-exempt organizations. Mr. Kahn has served as the Chair of the Corporate Tax Section of the Los Angeles County Bar Association, and has authored numerous articles dealing with various aspects of federal taxation.

Experience

Mr. Kahn has represented:

- BioMed Realty Corporation
- Boston Scientific Corporation
- The Broadcom Foundation
- Energy Transfer Equity, L.P.
- The Goldman Sachs Group, Inc.
- General Electric Pension Trust
- Kimco Realty Corporation
- Northrup Grumman Corporation

- Sageview Capital LP
- The Scripps Research Institute
- TA Associates
- Westview Capital Partners



Partner, Boston

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Education

JD, Harvard Law School, 1994

BS, California State University, Northridge, 1991

Bar Qualifications

California, District of Columbia, Massachusetts

Languages

English, French

Recognition Highlights

Recipient of the *President's Volunteer Service Award* from President Obama in connection with his service on the IRS Taxpayer Advocacy Panel

Recognized as a leading tax advisor and described by clients as "a pleasure to work with, he understands the bigger picture issues we are trying to solve and advises accordingly." *The Legal 500 US 2011*

YOUR TEAM

Nicholas J. DeNovio

Nicholas DeNovio is Global Chair of Latham's International Tax Practice and a member of the firm's Audit Committee and Strategic Client Committee.

Profile

Throughout his career, Mr. DeNovio has represented large US and non-US-based multinational corporations on complex cross-border transactions involving:

- Mergers and acquisitions
- Spin-offs
- Financings
- Group structuring

He is a member of the board for both the George Washington University (GWU)/Internal Revenue Service (IRS) International Tax Program and the University of Chicago Federal Tax Conference.

Prior to joining Latham, Mr. DeNovio served as Deputy Chief Counsel (Technical) at the IRS Office of Chief Counsel where he:

- Handled overall management and substantive tax aspects of the regulatory guidance process of the IRS National Office and taxpayer-specific guidance
- Supervised the IRS Regulatory guidance program
- Led the Regulatory guidance required after the enactment of the American Jobs Creation Act
- Directed the issuance of dozens of other major regulatory initiatives on various tax provisions

- Served as the principal technical legal resource for the operating divisions of the IRS

Mr. DeNovio began his career in private practice in New York City in 1987 and became a partner at Baker & McKenzie in 1995. From 1999-2002, he was with PricewaterhouseCoopers as a partner in its Washington National Tax Service, working for the firm's leading global clients in the areas of international and corporate taxation.

Experience

Mr. DeNovio's experience includes representation of:

- Actavis in its US\$8.5 billion acquisition of Warner-Chilcott, an Ireland-based pharmaceutical company focusing on women's healthcare
- Actavis in its US\$28 billion acquisition of Forest Laboratories, a specialty pharmaceutical company
- Watson Pharmaceuticals in its US\$1.7 billion acquisition of Arrow Limited
- Yahoo! in its acquisition of Maktoob, Ltd.
- Beckman Coulter on its US\$800 million acquisition of the diagnostic services business from Olympus Corporation



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Education

LLM, New York University School of Law, 1987

JD, University of Miami School of Law, 1986, cum laude

BBA, University of Miami, 1983, cum laude

Bar Qualifications

District of Columbia, Florida, New York

Recognition Highlights

Clients say Mr. DeNovio is an "excellent technician who can take a complex tax code and break it down so that our staff understand the context and his advice." *Chambers Global* 2013

Consistently recognized as leading tax lawyer in Washington, D.C. *The Legal 500 US*, *Chambers USA* and *Super Lawyers*

Regularly recognized for his international tax work. *The Legal 500 US* and *Chambers Global*

YOUR TEAM continued

- Avery Dennison, a leader in pressure-sensitive labeling materials, retail tag, ticketing and branding systems and office products during its acquisition of DM Label Group, an Asian-based manufacturer
- Mattel in its acquisition of Radica Games Limited Bermuda, an electronic games manufacturer
- One of the world's leading energy groups and leading provider of renewable energy during its US\$4.5 billion acquisition of Energy East Corp, a vertically integrated gas and electricity utility with significant presence in New York and four other states in New England
- Advanced Micro Devices, Inc. in its US\$5.4 billion acquisition of ATI Technologies Canada, a producer of microprocessors
- Renovis, Inc., a biopharmaceutical company, in its acquisition by Evotec AG
- KB Home in the US\$1.2 billion sale of its French subsidiary Kaufman and Broad SA, one of the leading home builders in France, to PAI Partners
- Major companies in internal restructuring in pre- and post-transaction efforts, including: Electronic Arts, Owens Illinois, Citibank, WR Grace, Diageo plc and Viasat
- Numerous companies of similar stature on matters involving the IRS, at all levels of the IRS administrative process

Mr. DeNovio is a renowned speaker and writer for organizations such as Tax Executives Institute, Practicing Law Institute, International Fiscal Association, National Foreign Trade Council and various bar associations.

YOUR TEAM

James H. Barker

James Barker is the Deputy Managing Partner of the Washington, D.C. office and the Chair of the Communications Industry Group. He specializes in communications and administrative law.

Profile

Mr. Barker's expertise includes the administrative regulation of:

- Current and emerging wireless communications technologies
- Cable, direct broadcast satellite (DBS) and other multichannel video programming distributors (MVPDs)
- Telephone companies and other common carriers

He has significant experience in communications litigation matters, including practice before various United States Courts of Appeal. Mr. Barker also has supported a variety of telecommunications, content and technology transactions and negotiated related complex commercial agreements.

Mr. Barker has particular experience in the area of spectrum auctions, and has been involved in all aspects of their implementation for a variety of telecommunications clients since the Federal Communications Commission was first granted auction authority in 1993. In addition, he has significant experience with the regulatory and legal issues affecting MVPDs, including cable, DBS, telephone company and Internet video providers.

Prior to entering the practice of law, Mr. Barker served as a law clerk to Judge Peter T. Fay, United States Court of Appeals for the Eleventh Circuit, from 1990 to 1991.



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Education

JD, University of Virginia School of Law, 1990, Notes Editor, *Virginia Law Review*

BA, Washington & Lee University, 1987, Phi Beta Kappa; *summa cum laude*; Omicron Delta Kappa

Bar Qualifications

District of Columbia

Recognition Highlights

Consistently recognized as a leading communications lawyer in major publications such as *Chambers USA*, *The Legal 500 US*, *Super Lawyers*, *Best Lawyers in America*, *US News & World Report Best Lawyers*, *Euromoney's Guide to the World's Leading Telecommunications Lawyers* and *Washingtonian*.

"James Barker's exceptional level of wireless expertise makes him the attorney of choice for many big-ticket clients." *Chambers USA* 2014

YOUR TEAM

Jennifer C. Archie

Jennifer Archie specializes in data protection and privacy.

Profile

Ms. Archie's expertise includes:

- Computer fraud and cybercrime
- Privacy/data security issues
- Advertising and marketing practices
- Spyware
- Phishing
- Consumer fraud
- Employment and trade secrets

Prior to entering the practice of law, she served as Legislative Assistant and subsequently Press Secretary to Congressman Christopher H. Smith (R-NJ) from 1983-86.

Experience

Ms. Archie's experience includes:

- Defending FTC and state attorney general investigations and consumer class actions into wide unfair and deceptive trade practices, including challenges to privacy disclosures and practices, email marketing, substantiation of claims, use of testimonials and guidelines, and negative option and free trial offers
- Drafting privacy policies and terms of use for diverse group of e-commerce and internet clients
- Conducting legal review of promotions and advertising, especially on social media sites and mobile technologies
- Advising and training on legalities arising from use of social media

in public companies and other highly regulated businesses

- Serving as outside counsel to major IPs since 2000 on litigation and other legal issues arising from the operation of mail and instant messaging systems, including consulting extensively on the drafting of federal identity theft/phishing legislation, the Can Spam Act of 2003, Virginia and other state computer crime/spam laws, including testifying for a major ISP at state legislative hearings and submitting appellate briefs on behalf of an industry association regarding constitutionality of Maryland and Virginia anti-spam laws
- Defending consumer class actions under Stored Communications Act, Telephone Consumer Protection Act arising from email and mobile marketing (text messaging) campaigns
- Counseling regarding compliance with all federal and state privacy and information management laws and regulations, including but not limited to the Gramm-Leach-Bliley Act, the Children's Online Protection Act, state security breach information statutes, the CANSPAM Act, the Health Insurance Portability and Accountability Act, and other state and laws and regulation



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Education

JD, Cornell Law School, 1989

BA, St. Lawrence University, 1983

Bar Qualifications

District of Columbia, Maryland

Recognition Highlights

Recognized as one of the nation's top data protection and privacy attorneys. *The Legal 500 US* 2011

Awarded with the inaugural MVP award in Privacy and Consumer Protection. *Law360* 2011

Thought Leadership

Ms. Archie is a frequent speaker on privacy and social media topics at leading professional conferences such as Game: Business: Law and the American Council of Life Insurers.

YOUR TEAM

Kevin C. Boyle

Kevin Boyle focuses on the representation of a broad range of clients on information security and privacy matters.

Profile

Mr. Boyle's experience includes:

- Advising companies in responding to security breaches
- Working closely with C-level technical personnel to develop and implement security policies
- Advice concerning security compliance obligations
- Developing strategies for unified privacy compliance for companies with multi-national operations

Experience

Mr. Boyle advises clients on COPPA, GLB and HIPAA security and privacy matters. Mr. Boyle's experience also includes representing companies before the Federal Communications Commission (FCC) and in numerous outsourcing and technology-related transactions including:

- Transactions for credit card processing
- Electronic bill presentment
- Billing and CRM systems
- Call centers
- Manufacturing
- Voice and data transport agreements
- Web portal and other development
- Intellectual property licensing

Thought Leadership

Mr. Boyle is the Chair of the firm's Security and Privacy Committee, which is responsible for Latham & Watkins' global information security program and for assuring compliance with the privacy laws and regulations applicable to firm operations.

Mr. Boyle is the editor of the *Global Privacy & Security Compliance Law Blog*, which discusses numerous legal developments and controversies involving data protection and privacy issues and practices, transborder data transfers, and data and system security terms and breaches across numerous industry sectors.

Mr. Boyle lectured on security and privacy issues at Georgetown University's McDonough School of Business.



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Education

JD, Pepperdine University School of Law, 1984

BS, Northern Michigan University, 1981

Bar Qualifications

District of Columbia, Virginia

Recognition Highlights

Recognized as one of the nation's leading data protection and privacy attorneys. *The Legal 500 US* 2011

YOUR TEAM

Hanno F. Kaiser

Hanno Kaiser is a US and EU antitrust lawyer with a focus on high-technology industries and the overlap of antitrust and intellectual property.

Profile

Mr. Kaiser has represented clients in merger and conduct matters before the Federal Trade Commission, the US Department of Justice, the European Commission, the German Federal Cartel office and other agencies, as well as in civil antitrust and IP litigation.

Mr. Kaiser has particular expertise in antitrust matters involving complex intellectual property issues, including standard setting and patent pools. He also advises technology firms in privacy and cybersecurity matters.

Mr. Kaiser's clients include:

- Apple
- Lenovo
- Mozilla
- Omnicom
- Oracle
- RPX
- SanDisk
- Symantec
- Thoratec
- Toshiba
- Twitter
- Yahoo!

Prior to joining Latham, Mr. Kaiser practiced EU competition law in Düsseldorf Germany.

Experience

Mr. Kaiser's representative experience includes advising:

- **WhatsApp** in its US\$21.8 billion sale to Facebook
- **National Semiconductor** in its US\$6.5 billion acquisition by Texas Instruments
- **Oracle Corporation** in its US\$7.4 billion acquisition of Sun Microsystems
- **RPX** in civil antitrust/IP litigation
- **SanDisk, Symantec and Toshiba** in civil antitrust/IP litigation against large-scale patent assertion entities
- **Xyratex** in its US\$294 million acquisition by Seagate
- **Twitter** in its US\$350 million acquisition of MoPub
- **Yahoo!** in its US\$1.1 billion acquisition of Tumblr
- **GTCR** and its portfolio company, **Cision**, in its acquisitions of Vocus and Gorkana
- **Major internet company** on privacy and cybersecurity issues

Thought Leadership

Mr. Kaiser is an adjunct professor for antitrust at UC Berkeley, Boalt Hall School of Law. His most recent class is "Silicon Valley Antitrust v.4" (Fall 2014). Mr. Kaiser regularly speaks and publishes about antitrust, law and economics and jurisprudence.



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Education

Dr. iur., University of Bonn, 1998

LLM, University of California, Davis School of Law, 1998

Second German State Exam, Duesseldorf, 1996

First German State Exam, University of Bayreuth, 1994

Bar Qualifications

California, New York, Rechtsanwalt (Germany)

Languages

English, German

Recognition Highlights

Recognized as a competition law specialist - *The International Who's Who of Competition Lawyers & Economists 2012 and 2013*

Recognized as a competition law specialist - *The International Who's Who of Business Lawyers 2012*

YOUR TEAM

Lars Kjølbye

Lars Kjølbye focuses his practice on complex EU competition law matters and has particular expertise in ICT sectors and the IP/antitrust interface. Having worked for more than 10 years at the Directorate-General for Competition he knows the workings at the European Commission inside-out.

Profile

- Abuse of dominance
- Merger clearance
- Cartel defense
- EU State aid
- Regulated industries

Experience

Mr. Kjølbye advises international companies in all areas of EU competition law. He has assisted them with complex antitrust proceedings before the European Commission (EC), including:

- Microsoft in the US\$8.5 billion acquisition of Skype*
- Microsoft in its complaint against Motorola Mobility concerning abuse of standards-essential patents*
- Microsoft in its complaint against Google regarding abusive practices in online search and search advertising markets*
- Microsoft in the EC investigation in relation to the alleged tying of Internet Explorer with Microsoft's Windows Operating System*
- Expedia in its complaint against Google regarding abusive practices in online search markets*

Clients benefit from Mr. Kjølbye's insight knowledge of the workings at the European Commission and the EU courts. He served for more than

10 years in various positions at the Directorate-General for Competition of the European Commission. He was inter alia involved in drafting the EU technology transfer guidance and the review of the European Commission's policy in the field of abuse of dominance. Mr. Kjølbye also served as a clerk at the European Court of Justice.

Mr. Kjølbye has extensive experience in a wide range of industries, including electronics and software.

Thought Leadership

Frequently writes and speaks on competition law issues. Recent speeches include:

- "Refusal to deal on fair terms", IBC Legal's Dominance & Pricing in Europe (2013)
- "Compulsory licensing of IP under Article 102 TFEU", IBC Legal's IP & Competition Law (2012)
- "Tying and bundling – new ways of looking at old issues", IBC Dominance and Pricing Conference (2012)

*Matter handled while at previous firm



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Education

LLM, King's College London, 1991
Diploma in Law, Aarhus University, 1990

Bar Qualifications

Brussels-E List, Denmark (Advokat)

Languages

Danish, English, French, German, Swedish, Norwegian

Recognition Highlights

Recognized as one of the leading lawyers in his field by *Chambers*, *GCR's Who's Who Legal* and *Best Lawyers in Belgium*.

Recognized as a "well-known figure in the competition community" in Brussels. *Chambers Global and Europe 2013*

A client praises that Lars Kjølbye "offers a broad vision of antitrust issues which is tailored to our company's expectations." *Chambers Global 2014*

A client praises Lars' "exceptionally high quality" and "his 'tremendously detailed understanding of the legally relevant issues in the tech sector.'" The client adds "Lars' past working as a high-ranking commission official helps, he's seen things from the other side of the table. Having counsels like this on your side is not a trivial thing." *IFLR 1000 2013*

YOUR TEAM

Peter M. Gilhuly

Peter M. Gilhuly is responsible for managing the West Coast insolvency practice of the firm.

Mr. Gilhuly represents debtors, buyers, hedge funds, private equity funds, first and second lien holders, creditors' committees and boards of directors.

His recognitions include:

- Cited as a leading bankruptcy attorney in *Chambers USA* 2012-14 (Ranked Band 1)
- Recognized as "an exceptional bankruptcy lawyer" by *The Legal 500 US* 2013
- Appointed in 2012 to the Advisory Committee of the American Bankruptcy Institute ("ABI") on Reform of Chapter 11
- Named in 2012 and 2011 to the annual list of "Top 100 Attorneys in California" published by the *Daily Journal*
- Named by *The Deal's Bankruptcy Insider* as the most active bankruptcy M&A lawyer in the United States from 2003-2008
- Inducted into the American College of Bankruptcy in 2008
- Named in *The Best Lawyers in America* since 2002
- Highly Recommended by *Global Counsel – Restructuring and Insolvency Who's Who*

Experience

- Debtor representations
- First and second lien representations
- Bankruptcy mergers and acquisitions

- Real estate workouts
- Financial meltdown engagements
- Representation of law firms (Brobeck, Thelen, Howrey and others)

Publications

Mr. Gilhuly's representative publications include:

- "Intellectually Bankrupt?: The Comprehensive Guide to Navigating IP Issues in Chapter 11", *Am. Bankr. Inst. Law Review*, Vol. 21, No. 1, pg. 1 (Summer 2013)
- "Delaware Bankruptcy Court Weighs In on Intercreditor Agreements," *Am. Bankr. Inst. J.*, Vol. XXXI, no. 6, pg. 145 (July 2012)
- "Officers' and Directors' Personal Liability for Wages: The Impact and Limits of *Boucher v. Shaw*," *Am. Bankr. Inst. J.*, Vol. XXIX, No. 1, pg. 56 (February 2010)
- "Landlords Use Letters of Credit to Bypass the Claim Cap of § 502(b)(6)," *Am. Bankr. Inst. J.*, Vol. XX, No. 10, pg. 16 (December/January 2002)
- "Recovering Attorneys' Fees and Costs in Bankruptcy," *Am. Bankr. Inst. J.*, Vol. XIX, No. 4, pg. 32 (May 2000)
- "The Involuntary Bankruptcy Petition: The World's Worst Debt Collection Device," *53 Bus. Law.* 1315 (1998)



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Education

JD, Harvard Law School, 1990

BA, Wesleyan University, 1983

Bar Qualifications

California

Recognition Highlights

Cited as a leading bankruptcy attorney in *Chambers USA* 2012-2014 (Ranked in Band 1)

Mr. Gilhuly is described as a "strong transactional lawyer with a good business background" who "is very good in complex finance deals."

Mr. Gilhuly is described as a "fantastic lawyer" and a "key player nationally in the law firm restructuring market." *Chambers USA* 2013

Mr. Gilhuly is "phenomenally hardworking" and a "superb lawyer" who has been identified as a key player nationally in the restructuring market. *Chambers USA* 2013

Named in 2011 and 2012 to the annual list of "Top 100 Attorneys in California" published by the *Daily Journal*

Named by the *Deal's Bankruptcy Insider* as the most active bankruptcy M&A lawyer in the United States from 2003-2008

Inducted into the American College of Bankruptcy in 2008

Named in *The Best Lawyers in America* since 2002

Highly Recommended by *Global Counsel -- Restructuring and Insolvency Who's Who*

YOUR TEAM continued

- “Section 546(h): An Unsecured Creditor’s Friend,” (two-part article) Am. Bankr. Inst. J., Vol. XVII, No. 6, pg. 26 (July-Aug. 1998) and No. 8, pg. 32 (October 1998)

Professional Speaking, Writing and Affiliations

In 2013, Mr. Gilhuly spoke on a Directors Roundtable panel at UCLA with a Nobel Lauriat in Economics (the inventor of Modern Portfolio Theory) regarding the value of distressed assets. In 2010, at the invitation of the French Ministry of Justice, Mr. Gilhuly made a presentation on Chapter 11 in Paris to international insolvency groups. Mr. Gilhuly has spoken at Harvard Business School, Stanford University, UCLA Business and at UCLA Law School. In 2007, Mr. Gilhuly wrote the materials and moderated a panel on the impact of hedge funds on the bankruptcy market which was rated the Best of the ABI’s Southwestern Bankruptcy Conference in Las Vegas. From 2002-2006, Mr. Gilhuly served as the Co-Chair of the American Bankruptcy Institute’s (ABI) Bankruptcy Battleground West. Mr. Gilhuly has also served on the Board of Governors of the Financial Lawyers Conference.

Mr. Gilhuly is a frequent speaker for organizations such as the National Conference of Bankruptcy Judges, American Bankruptcy Institute, the Turnaround Management Association, the Los Angeles Bankruptcy Forum, the Midwest Regional Bankruptcy Seminar, the Association of Insolvency and Restructuring Advisors and at

distressed debt conferences on such varied topics as hedge funds insolvency issues, second lien issues, fiduciary duty issues, bankruptcy M&A, true sale/nonconsolidation issues, assignments for the benefit of creditors, technology-related bankruptcy issues, law firm insolvencies, ethics and involuntary bankruptcies.

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