

About Seyfarth Shaw LLP

Seyfarth Shaw LLP (“Seyfarth”) was founded in 1945 by three lawyers and has grown to more than 750 lawyers across ten offices. Our practice spans the United States and, through our international affiliations and European office, provides our clients with a global presence. We handle a wide variety of issues for our clients in a number of practice areas, including commercial litigation, construction, corporate and finance, employee benefits, environmental, government contracts, intellectual property, labor and employment, real estate, securities litigation, trade secrets, and workouts and bankruptcy, among others.

The key to our success is a constant, unrelenting focus on the needs of our clients. Our commitment to excellence and our belief in the strength of a team-based approach to the delivery of our services offer an atmosphere of creative and innovative thinking.

Our clients are our partners in business and we commit to listen to their needs and to align the skills and abilities of our people to respond to those needs. Our clients range from *Fortune* 100 to midsize companies, and include both publicly traded and privately held companies.

Within the past five years our firm has increased in size by 30%, enhancing our multi-disciplinary presence in our offices in Atlanta, Boston, Chicago, Houston, Los Angeles, New York, Sacramento, San Francisco, Washington, D.C., and Brussels. This explosive growth is part of a coordinated response to meet the expanding needs of our clients.

Our Culture and Values

We recognize that the measure of our worth to our clients and to each other is based on a set of core values that defines our purpose: teamwork, client service, innovation, excellence, and commitment.

Teamwork. Each client is a fully supported, firm-wide client. Teamwork within and across our offices allows us to deliver efficient, effective, and integrated services.

Client Service. Understanding and addressing our clients’ needs is our primary focus. From solving problems to realizing opportunities, our service goal is always to exceed, not just meet, our clients’ expectations.

Innovation. Improving our technology and working methods keeps us at the forefront of a rapidly changing legal and business environment. We adapt. We change. We evolve. In every respect, our innovation is designed to enhance our service and help our clients achieve their business objectives.

Excellence. Our clients demand and receive excellence from our lawyers. Integrity, talent, and a drive to excel allow us to deliver excellence and provide the services our clients value.

Commitment. Our lawyers are committed to our clients’ success, to each other and to our firm. This shared commitment fosters an atmosphere of mutual respect and responsibility in which we strive every day to exceed client expectations and help succeed as a team.

About Our Practices

As a full-service law firm, we provide counseling to clients in all areas of the law. Over the past 60-plus years, the firm has expanded its areas of service to respond to client needs and market demands. Our four law departments include Business Services, Employee Benefits & Executive Compensation, Labor & Employment, and Litigation, and the groups are further defined by distinctive practices within each department.

Business Services

The Business Services Department is composed of the corporate and finance, real estate, tax, and trusts and estates practice groups. The following summary provides a combined overview of the core practice areas.

Corporate and Finance. Seyfarth attorneys possess broad, in-depth experience in all aspects of corporate law necessary to serve a diverse client base that ranges from start-up ventures to large multinational companies. We carefully guide clients through the many legal issues and offer guidance on key decisions that determine long-term success in today's highly competitive, high-speed business environment.

Mergers and Acquisitions. Nearly every industry has experienced consolidation as companies seek to gain leverage in an ever-changing, more competitive landscape. We have worked with many of these businesses—from large familiar companies to aggressive startups—in their purchases or divestitures.

Additionally, our merger and acquisition team is fully supported by attorneys in other practice groups with specialized knowledge in areas such as employee benefits, labor and employment, real estate, antitrust, and tax. By leveraging the capabilities of our attorneys in offices nationwide and in Brussels, we can effectively handle even the most complex, cross-jurisdictional deals.

Securities. Companies that are aiming to grow their businesses need advisors who can help identify and secure financing that supports mission-critical strategies. Our attorneys are adept at handling private equity placements and initial and secondary public offerings. These offerings are frequently complex and time-sensitive, and demand sophisticated counsel for successful execution. We also are meticulous in providing ongoing regulatory compliance counseling.

Investment Management. For years, Seyfarth attorneys have provided strategic legal and business advice to hedge funds, private equity funds, commodity pools, public mutual funds, and their investment advisors and commodity trading advisors. The combined assets under management of our clients are in excess of \$50 billion.

Corporate Counseling. With former general counsel among our ranks, we offer a unique perspective to our clients because we see corporate matters from both sides. We understand clients' goals and know how to maintain focus while working to prevent or resolve issues. Our team is well equipped to provide corporate governance advice and compliance assistance. We counsel clients on board and committee structures and shareholder issues. We regularly monitor stock exchange, SEC, and other matters. We provide special counsel to boards and board committees on sensitive internal matters and investigations and special committees charged with responding to potential acquirors.

Our attorneys are adept at preparing and negotiating commercial agreements to ensure businesses can function efficiently and effectively every day. We regularly assist in representative and distributor agreements; vendor contracts; terms and conditions of sale; outsourcing agreements; franchise agreements; goods purchase contracts; capital lease contracts; independent contractor and consulting agreements; restrictive agreements to protect confidential and trade secret information; licensing and software; and other technology agreements.

Financing. Seyfarth helps companies secure the financing they need to grow and operate their businesses. In an environment characterized by rapid change and innovation, our finance attorneys assist in structuring transactions for clients in response to specific needs. We represent both lenders and borrowers in commercial loan transactions of all kinds and sizes. Our clients include large corporate and middle market borrowers, large money-center banks, and smaller financial institutions. The complexity of the transactions range from large, multi-tiered credits to smaller commercial loan transactions, and include:

- Secured and unsecured credit facilities
- Inter-creditor arrangements
- Mezzanine financings
- Equipment leasing transactions
- Private placement of equity and debt
- Asset-based loans
- Syndicated loans
- Specialty financing
- Real estate loans of all types
- Leveraged buyouts and management buyouts
- ESOP transactions
- Workouts, restructurings, and bankruptcy matters

Real Estate. Our real estate practice attorneys counsel individuals, corporations, and other business entities to maximize the value of and return on their real estate investments and assets. We help clients identify emerging opportunities and challenges, and develop forward-looking strategies that meet their short- and long-term goals.

We represent many of the country's largest investors, developers, owners, and users of real estate. Our diverse client base includes:

- Contractors
- Corporations (local, national and international)
- Developers
- Educational institutions
- Entrepreneurs
- Financial institutions
- Insurance companies
- Investors and investment managers
- Hotels
- Landlords
- Lenders and borrowers
- Leasing and management companies
- Multi-project builders
- Operators
- Pension funds
- Real Estate Investment Trusts (REITs)
- Retailers and shopping centers
- Service providers
- Tenants
- Underwriters

We understand the difference between real estate as a primary business and real estate as an asset, and develop solutions accordingly. Whether negotiating a single retail lease, managing deals involving hundreds of thousands of square feet of industrial, office or retail space, or coordinating a multi-property transaction involving multiple jurisdictions—we bring exacting legal analysis, business insight, and meticulous attention to detail to all client engagements.

Our attorneys have developed networks and relationships with key industry players and parties around the country. These include developers, title companies, due diligence and land use consultants, regulators, lawyers, real estate brokers, agents, advisors, lenders, and investors whose knowledge and experience is leveraged on behalf of our clients to negotiate a favorable real estate deal, obtain governmental approval of a pending transaction, or secure project financing, among other undertakings.

Whether intended as a long-term investment vehicle or as a means of addressing short-term needs, most real estate transactions follow a natural life cycle, from identification of requirements and issues, through acquisition or leasing of land and buildings, to sale or disposition when the real estate assets have served their intended purpose. Our real estate attorneys work with clients to maximize opportunities and minimize expenses, taxes, and risks by identifying current objectives (including time and cost constraints), and integrating them into our clients' long-term financial and business strategies.

Real Estate Finance. Seyfarth Shaw's real estate finance attorneys offer sophisticated counsel to lenders engaged in the full range of real estate transactions. We work with a wide array of financial institutions and companies to structure and negotiate loans and other credit facilities, handle loan administration and servicing issues, and represent the interests of our clients in loan defaults, workouts, foreclosures, and borrower bankruptcies.

Our counsel is enhanced by our knowledge of the lending and capital markets, industry trends, and economic theory. We believe foresight and planning, together with our extensive experience, can help clients structure transactions that meet their needs while mitigating potential risks.

Tax. Tax laws are continually evolving and can be complicated for various types of businesses with different goals. Our attorneys tailor a comprehensive tax strategy to achieve clients' goals. We help clients develop effective and creative tax strategies, accurately track and report tax data, and resolve tax controversies, should they arise. Our experience and knowledge allows us to anticipate potential problems and develop tax saving opportunities for clients. Our attorneys also have experience in specific areas of federal, state and international tax law.

Trusts and Estates. The attorneys of Seyfarth's trusts and estates practice help clients recognize their objectives in light of individual circumstances and values. We work with clients to chart a financial and legal course so they can effectively direct and secure the future for themselves, their families, and beneficiaries. We counsel individuals and families of all levels of wealth and at nearly every stage of life. Our clients include entrepreneurs, executives, owners of established multinational businesses, retirees, and their family members.

Employee Benefits & Executive Compensation

Since the passage of ERISA, clients have turned to Seyfarth Shaw for creative solutions and guidance in complying with the complex laws regarding employee benefits and executive compensation. As a result, Seyfarth Shaw has developed one of the largest, deepest, and most experienced employee benefits and executive compensation practices in the nation.

Executive Compensation and Incentive Arrangements. Whether it's a matter of executive transition, change-in-control protection, management retention initiatives, performance incentive plans, or the other complex issues in this area, our attorneys approach executive compensation matters both strategically and technically to ensure that the client's business needs are met within the applicable legal framework. We have considerable experience with nonqualified supplemental retirement plans and deferred compensation arrangements, and the use of "rabbi" and "secular" trusts to fund such programs. We advise corporations on executive employment and change-in-control agreements, executive separation agreements, and all manner of equity compensation and incentive programs, such as stock award plans, stock option plans, phantom stock plans, and their kin.

In recent years, incentive arrangements that historically were executive-only have been broadened to cover other management employees. In some matters, these incentive plans cover even larger groups. Our attorneys have worked with clients in the design, implementation, and administration of a wide range of broad-based incentive arrangements, including employee stock option and stock purchase plans.

Tax Qualified Retirement Plans. The employee benefits team has substantial experience with defined benefit pension plans, money purchase pension plans, cash balance pension plans, 401(k) plans, and profit sharing plans. We are on the cutting edge of issues pertaining to fiduciary responsibility in retirement plans, and have one of the foremost employee stock ownership plan (ESOP) practices in the country.

We assist clients in all phases of a retirement plan's adoption, operation and administration, including plan design, drafting, plan terminations and mergers and employee communications. We advise plan fiduciaries and employers on continuing compliance with the federal tax and labor laws and regulations governing the administration of retirement plans, including such issues as funding obligations, fiduciary responsibilities and liabilities, prohibited transactions, investment matters, and reporting and disclosure obligations.

Welfare Benefit Plans. We advise clients on the wide array of issues relating to health, life insurance, disability, dependent care, and other types of welfare benefit plans, and assist in all phases of the welfare plan's adoption and administration, including plan design and drafting. We are also on the forefront of in-depth experience with HIPAA privacy, electronic transmissions, and nondiscrimination compliance. Our group assists in the negotiation of contracts, direct contracting arrangements, provider agreements, and third-party administration agreements. We work with clients on the implementation process of self-funded health insurance programs, section 125 cafeteria plans, and flexible spending accounts.

Multi-Employer Plans. Our employee benefits team brings years of legal experience to Taft-Hartley pension and welfare benefit plans. We have represented plans ranging in size from some of the country's largest (with over 100,000 participants and \$5 billion in assets) to smaller regional plans, as well as those that are terminating or winding up. Our group also represents a number of collectively bargained governmental pension and welfare plans. Working closely with our labor and employment practice, we are able to deal effectively with the many unique issues that affect jointly trusted plans—issues that result from the intersection of tax, ERISA, and other areas of law.

As a result of the firm's long tenure as counsel to multi-employer plans, we have developed a deep understanding of, and a working relationship with, all relevant federal agencies, including the Pension Benefit Guaranty Corporation, the Internal Revenue Service, the Department of Labor, and the Department of Justice.

Restructuring and Reductions in Force. Seyfarth Shaw is one of the foremost law firms on corporate restructuring and the use of reductions in force and severance arrangements to achieve business goals. We assist clients with sensitive exits of senior management, as well as broad-based voluntary and involuntary reduction in force programs, early retirement programs, and plant shutdowns, with the primary focus of adding value while avoiding litigation.

Employee Benefits Litigation. Not only are employee benefits important to the workforce, but the assets of employee benefits plans—especially retirement plans—are also a major source of capital in this country for business expansion and development. Additionally, the federal government is balancing the demands of the workforce with its own conflicting goals of using tax incentives to encourage employers to provide employee benefits while minimizing tax incentives to solve its serious budget problems. These and other factors make retirement and welfare plans likely targets for dispute and possible litigation.

Our employee benefits litigation practice addresses retirement plan terminations and reversions of excess retirement plan assets; the reduction or elimination of retiree welfare benefits; breaches of fiduciary duty and conflicts of interest in administering retirement and welfare plans and managing plan assets; oral misrepresentations inconsistent with plan terms; discrimination in benefit plans, either on the basis of age or sex; interference with the exercise of benefit plan rights; multi-employer plan withdrawal liability, trustee liability and contribution actions; severance plan benefit denials; and benefit claims and reporting and disclosure disputes.

Labor & Employment

Seyfarth Shaw's national Labor and Employment Department is consistently ranked as one of the preeminent employment law practices in the United States. The 2007 *Chambers USA: America's Leading Lawyers for Business* guide recognizes the firm's excellence in employment law, stating "Seyfarth is top of the line in terms of its business model,' with clients further praising a mentality that allows it to 'fit its excellent level of service to the timelines we need.' The group is increasingly recognized for its work in 'high-level counseling' of clients in addition to its work in litigation."

Employment, Labor and Benefits Litigation. One of the hallmarks of our labor, employment, and benefits practice is our strength in employment-related litigation. Seyfarth Shaw attorneys manage and litigate hundreds of employment-related lawsuits, arbitrations, and administrative agency complaints each year. These cases span the complete spectrum of the employment field, from single-plaintiff employment discrimination to state law claims to multi-plaintiff/class claims. Moreover, our lawyers have tried cases in virtually every state in the country.

Our employment and benefits litigation work has involved representation in federal and state courts, as well as before federal and state equal employment opportunity agencies. We routinely address claims under or involving Title VII of the Civil Rights Act of 1964; the Civil Rights Act of 1991; the Americans with Disabilities Act (ADA); the Age Discrimination in Employment Act (ADEA); the Fair Labor Standards Act (FLSA); ERISA; contract law disputes; the National Labor Relations Act (NLRA); trade secrets protection; sexual harassment; state and local employment discrimination laws; the Pregnancy Discrimination Act; the Equal Pay Act; Sections 1981 and 1983 of the Civil Rights Act of 1866; the Older Workers Benefit Protection Act; and the Family and Medical Leave Act (FMLA).

Our extensive experience enables us to begin work on these cases at an advanced level. Having defended hundreds of such cases, we already know the substantive law and can therefore focus immediately on procedural and other strategies. We frequently prevail in blocking or containing class certification, or through offensive strategies such as counterclaims and early dispositive motions.

We are one of the few firms in the country equipped to handle nationwide employment class actions. These cases must be staffed, coordinated, and otherwise managed by sophisticated counsel with a nationwide presence. Because class cases are sometimes won or lost in the press, we work with clients to develop proactive media-relations plans to minimize or neutralize press coverage.

Employment and Human Resources Counseling. Seyfarth Shaw emphasizes the development of effective human resources management strategies that help our clients avoid costly litigation, lengthy government investigations, and other outside party intervention with their business operations. Our labor and employment lawyers have broad experience reviewing all forms of employment policies and procedures, handbooks, applications, job evaluation forms, offer letters, employment contracts, and all other documents that have an impact on the employment relationship. We regularly present supervisory training programs tailored to individual client needs in all areas of labor and employment law, and have developed personnel audits to assist employers in complying with various employment laws.

Wage and Hour. Our attorneys represent employers in a broad range of wage and hour matters, including state and federal wage and hour investigations. This representation starts at the time the investigator makes the initial contact and continues through any court litigation. Seyfarth Shaw also regularly advises clients on day-to-day issues concerning compliance with the FLSA and interpretation of the Department of Labor's voluminous rules and regulations. We currently represent numerous employers in federal and state court class action lawsuits alleging misclassification of employees as exempt from the overtime obligations of federal and state laws.

Our practice includes a Wage and Hour Task Force which enables our practitioners to collaborate nationwide and exploit opportunities to make or shape new law, whether through legislative, administrative, or judicial channels. Our legal acumen is well-recognized, as exemplified by the Society for Human Resource Management's (SHRM) selection of Seyfarth Shaw to represent the interests of its 200,000+ members during the Department of Labor's changes to the exempt status regulations. Following that process, SHRM also tapped Seyfarth to author "The FLSA and its Updated Exempt Status Regulations" on its behalf.

The audit component of our wage and hour practice is varied. It includes formal and informal audits. This practice concerns not only the exempt status of particular employees, but also whether a certain type of work is compensable time under federal or state law, and whether a particular type of compensation must be included in the statutory regular rate for calculating overtime compensation. Our audits consist of reviewing hundreds of job descriptions and conducting interviews of supervisors of employees whose status is questioned.

Immigration. Seyfarth Shaw's business immigration group brings seasoned professionals, intelligent technology, and innovative problem-solving to manage the inbound and outbound visa processing programs of our clients. We provide comprehensive business immigration services, including strategic planning and advice, case preparation, filing, and monitoring, as well as development and implementation of corporate policies and training programs relating to business immigration. The regulatory landscape is constantly changing and we routinely update our clients on such issues as I-9 audits, sanctions proceedings, Department of Labor wage proceedings, and discrimination claims based on alienage.

We have also harnessed document assembly technology to automate the production of case materials, using an extensive library of interactive templates that allows us to capture and manage not only the myriad agency rules and regulations in the business immigration arena but also the practical processing knowledge acquired by our professionals.

Affirmative Action. Seyfarth Shaw's affirmative action practice was launched 40 years ago with the issuance of Executive Order 11246, which prohibited employment discrimination based on race, color, religion, or national origin (and later, gender). The order also required employers receiving federal contracts to take affirmative action to promote equal opportunity for women and minorities and to create and implement an affirmative action plan. The Office of Federal Contract Compliance Programs (OFCCP) was tasked with monitoring compliance with this requirement.

Our affirmative action and diversity consulting team operates as a distinct consulting unit within our labor and employment practice. This team is composed of over two dozen seasoned labor and employment attorneys as well as highly experienced non-attorney affirmative action professionals. We are dedicated to providing our clients with best-in-class counsel regarding affirmative action program and plan development, compliance issues, including OFCCP compliance reviews, and advice regarding best practices in affirmative action and diversity.

Labor & Employee Relations. Seyfarth Shaw is one of the few national labor and employment law firms that has continued to develop and maintain incredible depth, at all levels, in the labor relations area. In large part, this is attributable to the significant number of *Fortune* 500 companies that have relied on our labor relations partners and associates in situations involving extraordinary risk and complex, difficult bargaining relationships. At the same time, our attorneys have had significant success assisting clients with the development of cooperative relationships with national and international unions, as situations permit. Our labor and employee relations practice does not fit a single mold or profile—rather, our attorneys have the skills and experience necessary to adapt our representation to the client’s unique business needs or requirements. Our firm is active in many situations where client interests are furthered by building cooperative, constructive relationships with their unions, and we also represent clients in need of the most aggressive representation possible in the midst of strikes, lockouts and/or labor-related threats or violence.

Environmental, Safety & Toxic Torts. Our environmental attorneys utilize their in-depth industry and legal knowledge to provide a practical approach to problem solving. We have extensive experience in all the major areas of environmental and safety law, including the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act (RCRA), Superfund, the Toxic Substances Control Act (TSCA), the Safe Water Drinking Act, and the Occupational Safety and Health Act, as well as a host of state voluntary clean-up laws. We regularly advise clients on both transactional matters (such as the evolving “all appropriate inquiry standard” under Superfund) and regulatory compliance. With a large number of our lawyers as members of the federal trial bar, we also bring litigation experience and perspective to our representation.

Litigation

Emphasizing dispute prevention as well as resolution, our litigators are prepared to pursue our clients’ interests in every forum, including traditional jury trials, representation at all levels of state and federal courts, guidance throughout the appellate process, and alternative resolutions via mediation, arbitration, and other alternative dispute resolution methods.

Specific practice areas within the Litigation Department include bankruptcy, commercial class action, commercial litigation, construction, government contracts, intellectual property, product liability, securities and financial litigation, and trade secrets.

Bankruptcy. Financially distressed businesses regularly use bankruptcy and other legal mechanisms to effectuate a financial and operational reorganization, an orderly liquidation, a going concern sale, or an abrupt closure. Those distressed businesses, and their creditors and other interested third parties, require effective and responsive legal representation to first formulate and then implement strategies for protecting and advancing their interests.

Our bankruptcy group consists of attorneys across the country who are skilled in the nuances of debtor/creditor relations and the various laws at the federal, state, and local level that apply, and often dictate, a particular outcome. The services that we provide include addressing circumstances that threaten the economic viability of long-standing organizations and the individuals associated with them, protecting the interests of parties who have ongoing relationships with troubled enterprises, maximizing claim recovery for creditors, and identifying opportunities for investors.

Commercial Class Action. An increasingly popular tactic among plaintiffs' attorneys is the consolidation or creation of large, multiple-jurisdiction class actions in an attempt to win greater economic leverage over defendants. With significant courtroom experience at all levels of federal and state jurisdiction, we are well-prepared to organize and mount effective client defenses. Working closely with in-house counsel, industry experts, and other Seyfarth attorneys with valuable technical knowledge, we conduct a full analysis of the claims, our client's unique environment and business objectives, and the potential effects of the action and costs associated with defending against the action.

We then develop and implement a resolution strategy including the creation of teams and communication structures that keep all parties well-informed and working toward the same goals. Knowing that such large-scale defenses can be quite costly, we maximize the use of client resources while assigning our own attorneys and paralegals in ways that make the most efficient use of their skills.

Commercial Litigation. Our litigation group routinely handles a wide variety of cases on behalf of our clients including e-Discovery, antitrust and trade regulation, business torts, contract disputes, entity governance, franchise and distribution, insurance and reinsurance, intra-corporate disputes for public companies, management control of private companies, and real estate litigation.

Construction. Seyfarth's construction attorneys help contractors, owners, architects, engineers, and other design professionals with the legal aspects of construction and property development—from contract preparation and negotiation, documentation, teaming agreements and project management, through payment and lien conflicts and post-construction disputes.

Our experience in the field enables us to anticipate and create the agreements necessary to facilitate cooperation and prevent future disputes among contractors, designers, government agencies, licensing and bonding entities, suppliers, contractors, and owners. Our attorneys are highly experienced in the development and use of a wide variety of construction, design and engineering contracts, including design-build, fast-track, cost-plus, guaranteed maximum price, lump-sum, turnkey, engineer-procure-construct, build-operate-transfer, as well as joint venture and teaming agreements.

We regularly review, analyze, and recommend ways to improve the administration of contracts and the application of contract terms to avoid disputes and address the new or unforeseen problems that can occur during the performance of a contract. We work with clients to develop appropriate responses to each situation, including drafting project correspondence, negotiating contract amendments, modifying construction management programs, and introducing supplemental or specialized consultants, if necessary.

Our familiarity with the potential pitfalls that can occur during the construction process enables us to help clients avoid contractual issues, obtain proper insurance, comply with zoning ordinances, and avoid delays, liens, interruptions of work and disputes among parties. We strive to place our clients in the best position to bypass such problems and to be contractually prepared should they occur.

Our group has successfully litigated and defended complex construction claims before courts, dispute resolution boards, and arbitration tribunals throughout the United States and abroad. We have extensive experience preparing claims for contractors seeking recovery from private owners and public bodies.

Government Contracts. Our government contracts practice consists of attorneys who match their deep experience in contract law with in-depth, firsthand knowledge of the way business works. We have more than three decades of experience successfully representing companies and organizations that contract with federal, state, local, and international governments, and with other private firms. We focus on helping clients maintain their current and long-term competitive positions by advising them at every step in the bidding and contracting process in a manner that maximizes both their bottom line and industry reputation.

We represent clients in a broad range of industries, from aerospace to munitions, electronics to services, and information technology to manufacturing. Our attorneys have particular experience in the procurement of complex, high-technology supplies and services, as well as commercial sales to government customers. We represent companies in commercial contract transactions with large and small private domestic and international infrastructure projects. Clients include owners, prime and sub-contractors, designer-builders, architects, engineers, and construction managers.

Intellectual Property. Our intellectual property attorneys understand the business and technology issues involved in identifying, commercializing, defending, and enforcing intellectual property rights. We handle a full range of transactional and litigation matters, including preparing and prosecuting patent, trademark and copyright applications; obtaining domain names; issuing opinions on validity and infringement; implementing trade secret protection and audit programs; structuring and negotiating licenses, strategic alliances, cross-promotional agreements, and other relationships; and managing anti-cybersquatting, cyberpiracy, and anti-counterfeiting programs. We have extensive experience handling matters relating to advertising, promotions, sweepstakes, e-commerce, and privacy.

Product Liability. Our product liability litigators work with clients from a broad range of industries to provide proactive assessments and full-scale litigation services in the area of product liability and general tort law. Clients include manufacturers of products, raw materials and component parts, such as medical devices, pharmaceuticals, construction supplies, heavy machinery, chemicals, metals, transportation equipment, pesticides, paints, and other household products.

We work with clients to conduct liability audits and reviews to identify and control potential weaknesses in production, manufacturing, and quality control procedures; purchase and sales literature product inserts and information bulletins; and distribution, recordkeeping, and claims procedures. When appropriate, our attorneys also assist with the development of accident and mass tort contingency plans as well as media and public relations control.

Securities and Financial Litigation. Attorneys in the firm's securities and financial litigation practice help companies and individuals faced with claims involving complex liability, damages, and disclosure issues in securities and financial disputes. We have represented companies and their officers and directors in private class actions alleging violations of state and federal securities laws, defended accounting and securities firms charged with securities fraud, represented individuals in connection with allegations of insider trading, and defended officers and directors in derivative and class actions alleging breaches of fiduciary duty.

The practice group includes former members of both the enforcement division of the SEC and federal and state prosecutors' offices, whose combined experience handling securities and financial fraud investigations, insider trading, and other securities issues has led us to develop practical strategies to avoid or minimize a client's exposure once a problem develops and to successfully navigate the bureaucratic agencies involved. The services we provide focus both on avoiding litigation and aggressively responding when litigation ensues.

Trade Secrets. The primary asset of any business is the proprietary information that makes its products or services unique. This is as true for companies involved in heavy manufacturing as it is for packaged-food processors and software developers. Given the increased use of strategic alliances, the rapid turnover in knowledge workers, and the speed with which information can spread through the open architecture of the Internet, businesses are more vulnerable than ever to the loss or theft of their trade secrets.

With our focus on prevention, we work with clients to identify and correct potential holes in their trade secrets protection strategies, including the following:

- Audits of existing trade secrets and intellectual property
- Non-compete, non-disclosure, and confidentiality agreements
- Database and other electronic information protection systems
- Other trade secret protection policies, procedures, and employee training practices

Following this analysis, we recommend strategies to improve weak or non-existent firewalls and to negotiate more effective agreements with business partners and allies.

We recognize that in the event of trade secret theft or misappropriation, it is critical to work quickly and aggressively to stop the further spread or use of the lost information. Our experienced litigators use every strategy available to them to pursue possible violators, including seeking injunctions and prosecuting claims both in court and in alternative dispute resolution forums, in the United States and abroad. We also understand the potential damage to consumer and business partner confidence when claims of trade secret infringement arise; when necessary, we work equally aggressively to defend our clients against such allegations.

Our Offices

The expansion of our firm has been driven by our clients' need for coordinated, high-quality representation proximate to their manufacturing facilities, offices, distribution centers, and markets. Our size and geographic locations allow us to respond quickly and effectively to issues demanding immediate attention.

Atlanta. Our Atlanta office was established in 1996. In 2000, the firm acquired a group of lawyers from McCullough Sherrill, dramatically increasing our presence and laying the foundation for a truly multi-disciplinary practice in this market. Today, the Atlanta office is composed of attorneys who practice in the areas of labor and employment, immigration, corporate, real estate, employee benefits, intellectual property, and litigation.

Boston. The Boston office was opened in 1999 with two partners and five associates. The office has experienced substantial growth since then with a large group of lawyers joining the firm in 2001 as a result of a merger with the corporate firm Chappell White. In the spring of 2002, the firm added immigration and labor and employment teams from Palmer & Dodge. Additional partner acquisitions created the foundation for a commercial litigation practice in the office and in December 2002 the office added an additional group of lawyers from Schnader Harrison Segal & Lewis LLP. The Boston office is now the firm's third largest office.

Chicago. Since opening our Chicago doors in 1945 as a labor law firm, the Chicago office remains the largest office, practicing virtually all aspects of the law that relate to today's business operations. The Chicago office has nationally regarded labor and employment and employee benefits practices, and has a strong regional reputation in corporate and banking, finance, real estate, and trade secrets. In order to better accommodate our clients, the Chicago office moved to a new building in the summer of 2006. Seyfarth Shaw's new Chicago office is custom designed to reflect its collaborative culture and commitment to provide excellent client service.

Houston. Lawyers in the Houston office are largely focused on labor and employment, general commercial litigation, and intellectual property. The office was established in 1995 and continues to grow.

Los Angeles. The Los Angeles office opened in 1973. The attorneys mainly focus their practices in labor and employment, litigation, intellectual property, real estate, and employee benefits. The Los Angeles office is the second largest office in the firm, and has grown through a combination of lateral hiring and indigenous growth by the firm's partners.

New York. Over the last year, the New York office has doubled in size and the practices represented in the office include real estate, corporate, construction, bankruptcy, litigation, and labor and employment. The addition in January 2006 of attorneys from Mandel Resnik contributed significantly to the real estate and corporate practices, and lateral acquisitions in the same year greatly increased the scope of the construction practice. In keeping with a firm-wide approach to client service, the New York office moved to a new building in the summer of 2007. The new office space is also designed in manner that supports core values and the firm's commitment to clients.

Sacramento. The Sacramento office was opened in 1990 and is composed of labor and employment, litigation, and trade secrets attorneys.

San Francisco. The San Francisco office has lawyers with significant experience in labor and employment as well as other core practice areas including litigation surrounding commercial disputes, product liability matters, and environmental litigation. Opened in 1984, the office also has attorneys that handle patent and intellectual property litigation, corporate and international tax, real estate, and construction and government contracts litigation.

Washington, D.C. The Washington, D.C. office was opened in 1971 and has attorneys practicing in the areas of labor and employment, commercial litigation, general corporate, real estate, government contracts, and construction law.

Brussels. The firm has maintained a presence in Brussels since 1991 where our lawyers are involved in labor and employment and international work.