

KAYE
SCHOLER
FIERMAN
HAYS &
HANDLER LLP



WHY CLIENTS AND LAWYERS CHOOSE KAYE, SCHOLER

The expansion of global markets and the application of technology have changed the pace and complexion of business. Today's business world requires executives who exhibit leadership and innovation as they integrate disparate cultures, capitalize on new technology and manage novel research. In turn, Corporate America's executives expect the same skills from their lawyers. The ability to close deals, ensure that a client's business is in compliance with necessary laws and litigate disputes is not good enough. Today, lawyers are expected to guide clients into uncharted territory as they strive to make their businesses more profitable and their products and services more desirable in the marketplace. Kaye, Scholer lawyers are known among their clients for meeting this challenge.

With more than 350 lawyers practicing in six offices — New York, Washington, D.C., Los Angeles, West Palm Beach, Hong Kong and Shanghai — Kaye, Scholer provides representation in sophisticated transactions and complex litigation. Kaye, Scholer's structure affords its lawyers the resources to be effective, innovative and efficient.

This combination of its over eighty-year history of high quality legal service and an entrepreneurial spirit defines Kaye, Scholer. We invite you to read the enclosed brochure to learn more about us.

KAYE, SCHOLER, FIERMAN, HAYS & HANDLER, LLP

OUR TRANSACTIONAL GROUPS

Kaye, Scholer's Transactional Groups combine the talents of lawyers with a wide range of experience needed by our entrepreneurial and institutional clients. The Group's lawyers represent international and domestic clients in all stages of an entity's lifecycle, including start-up, financing, corporate partnering and disposition.

Our Transactional Groups are organized by specialty areas which include corporate, finance, structured finance and asset securitization, real estate, tax, telecommunications and entertainment, among others. The lawyers in those groups are at the cutting edge of innovation and experience in their specific areas and are skilled at integrating the skills needed to close complex deals. In recent years, our transactional clients have increasingly included high-tech companies involved in such fields as telecommunications, new media and computer software and hardware.

Kaye, Scholer's more than 150 transactional lawyers, in our offices in New York, Washington, D.C., Los Angeles, Hong Kong and Shanghai, frequently lecture, write and are active in bar associations and other organizations, and some have had tenures in investment banking, in business and in government.

AVIATION FINANCE AND LEASING

Kaye, Scholer's Aviation Finance and Leasing Group, based in the Los Angeles office, represents a range of clients including major aircraft operating lessors, aircraft manufacturers and their leasing/finance subsidiaries, and other aircraft financiers and airlines around the world. Many of these transactions have international implications involving either non-U.S. investors in the United States or U.S. investors abroad.

The Group conducts a broad-based domestic and international aircraft leasing and financing practice. Members of the group have been involved in a range of transactions including lease and debt financings

and acquisitions of numerous aircraft, aircraft engines and parts, including operating leases, single investor leases, leveraged leases, mortgage financings, conditional sales, and cross-border leases.

The Group's extensive experience in these types of transactions in over 40 countries around the world enables it to resolve complicated structural and practical challenges that arise in these transactions. Additionally, members of the group have had considerable experience representing financiers in asset-based loan transactions, workouts and bankruptcy matters.

CORPORATE & FINANCE

CORPORATE

Our Corporate practice runs the gamut from establishment of business organizations through venture capital and start-up phases, establishment of corporate partnering relationships, private and public offerings and contested and uncontested mergers and acquisitions. The corporate partners have developed close relationships with the senior business and financial executives at our clients. As a result, we have a robust practice in strategic alliances, joint ventures, international transactions, strategic acquisitions and transactions involving merchant banking organizations and leveraged buy-out funds. Our close relationships with clients also provide a competitive advantage in transactions where a creative structural and business-oriented solution is required.

Kaye, Scholer's corporate client base includes high-tech companies involved in aerospace, defense, communications, earth observation satellites, telecommunications and new media. Additional clients include traditional media and entertainment companies, computer hardware and software companies, consumer product companies, and domestic and international industrial companies.

Historically, Kaye, Scholer's strong Finance Groups have represented merchant banking and leveraged buy-out organizations for which we have done significant corporate work as well.

Mergers and Acquisitions

Negotiation of mergers and acquisitions for cash or securities involving both domestic and foreign businesses forms a main part of the Kaye, Scholer corporate practice. Clients include major international as well as domestic companies.

Joint Ventures and Strategic Alliances

Kaye, Scholer represents major international companies located in the United States, Europe, Canada, Latin America and Asia, which look to the Firm for advice in structuring joint ventures and strategic alliances. A number of the Firm's partners speak and lecture around the world on these topics. With the involvement of its Patent and Intellectual Property Groups, the Firm has participated in many international joint ventures and strategic alliances.

Securities

The Firm has a diversified securities practice representing issuers and underwriters in public offerings of debt and equity securities for domestic and foreign issues. The Corporate Department also works with the Real Estate Department to structure innovative real estate securities offerings and with the Securitization Group to create new products and opportunities.

FINANCE

The Firm's broad Finance Practice involves representation of lenders and borrowers in the full spectrum of traditional as well as innovative financing activities, such as corporate lending, structured finance and asset-based transactions, real estate finance and reorganization and creditors' rights.

Corporate Lending

Our Corporate Lending Practice was built on our representation of clients in connection with commercial loan facilities, including working capital lines, cash-flow and hybrid facilities and domestic and international loan syndications. We are most often involved from the proposal stage in structuring deals, and we regularly assist clients in the development of information memoranda for syndication purposes. We are also active in tender offer and acquisition financings where we represent financial clients in transactions that involve many of the nation's premier sponsors. Typically, these transactions involve a multi-tier capitalization structure with subordinated debt and/or preferred equity issuances, often subscribed to in whole or part by client affiliates.

Structured Finance and Asset-Based Transactions

Traditional asset-based lending is another important segment of the finance practice. From our earlier focus primarily on inventory, receivables and equipment financing, today we have developed a broader practice that includes financings of many different types of assets, including aircraft and motion pictures.

As capital markets have evolved, so too have techniques of asset-based finance. Today, asset securitiza-

tion represents the fastest growing segment in the capital markets. Kaye, Scholer is widely recognized as a leader in this area, fielding a team of lawyers with extensive experience not only in corporate finance but also in the related fields of bankruptcy, tax, public offerings, regulatory matters, real estate, and certain specialized industries. The Firm represents clients in all aspects of securitization and related capital market transactions, including structuring and documenting transactions, creating multi-seller conduits and special purpose vehicles, obtaining ratings, representing providers of liquidity and credit enhancement, and representing issuers, underwriters and investors.

Reorganization and Creditors' Rights

In the early 1990s, the Firm's reorganization group was combined with Levin & Weintraub, Cramos & Edelman, a firm concentrating in bankruptcy, corporate reorganization, creditors' and debtors' rights since 1933 and generally recognized as one of the leading bankruptcy boutiques in America. Working closely with colleagues in the reorganization group allows lawyers in the finance practice to provide clients with insights in matters involving loan workouts, debt restructurings, debtor-in-possession financings and the enforcement of creditors' rights. The ability to employ these insights in developing innovative structures for new transactions is a distinct advantage in providing financial representation.

ENTERTAINMENT, MEDIA AND COMMUNICATIONS

Kaye, Scholer's Entertainment, Media and Communications Group, based in both our Los Angeles and New York offices, has substantial experience in media and entertainment, telecommunications, corporate finance, mergers and acquisitions, trademark and copyright and litigation and dispute resolution. The Group represents clients in contract negotiations, acquisitions, financings, copyright, trademark and licensing matters, international co-

productions ventures, venture capital transactions, public and private offerings, guild arbitrations and other labor matters. Our clients include television and radio stations, television production and distribution companies, record companies, motion picture production companies, major studios, lenders to the industry, talent agencies, screenwriters, actors, directors, writers, publishers, cartoonists, and new media and software developers.

FAMILY BUSINESS PLANNING

By some estimates, up to 70% of the private wealth in the United States is held in family-owned businesses. With the aging of the generation who were parents to the baby boomers much of this wealth is in the midst or on the brink of an unprecedented inter-generational transfer. To the disappointment of many, the Taxpayer Relief Act of 1997 failed to provide meaningful estate and gift tax relief with respect to the transfer of such businesses to younger generations. Thus, family-owned businesses remain subject to a combination of federal estate, gift and generation-skipping transfer taxes which can exceed 55% and which, in practice, can be confiscatory as it can become necessary to liquidate a business to meet such liability. Therefore, older generation business owners, as well as their baby boomer offspring who are themselves aging and becoming concerned with estate planning issues, are escalating their planning activity to an unprecedented level, as the tax, personal and business consequences of a failure to plan adequately can be devastating.

Planning for business transfers can involve issues that will go well beyond those that are encountered in traditional estate planning. This area has seen the

emergence of new types of business entities, including limited liability companies, and new approaches to older forms of ownership, such as family limited partnerships, as well as a variety of creative approaches, including intrafamily stock or asset sales, merger transactions and initial public offerings developed in light of strict Internal Revenue Code rules applicable in the family business/estate and gift tax context. To effectively represent clients in this difficult area of practice requires integration of a broad range of legal skills and backgrounds. To meet this challenge, Kaye, Scholer has established its new Family Business Group which brings together experienced partners and counsel with corporate and finance, estate planning, tax and employee benefits expertise. The Family Business Group at Kaye Scholer has the skills and background necessary to work closely with first generation business owners, as well as their children and successors, to develop and implement a family business succession plan that successfully addresses the gamut of tax, personal and business problems confronted by today's private business owners and their families.

INTERNATIONAL

All of Kaye, Scholer's specific practice areas address international clients. To provide additional support for and emphasis on our international work, the Firm has established an umbrella "international group" of lawyers from various departments with specific international experience. The members of the Group based in our New York, Los Angeles, Washington, D.C., Hong Kong and Shanghai offices have extensive experience conducting business in various countries.

The Group's transactional experience falls into three major categories: (1) out-bound transactions involving the representation of U.S. individuals and companies in activities such as mergers and acquisitions, establishment of manufacturing facilities and licensing agreements; (2) in-bound transactions involving the representation of foreign individuals and companies investing or doing business in the U.S.; and (3) representation of domestic and international companies in joint ventures, strategic alliances, project financings, aircraft financings, recapitalizations and other commercial financing facilities for domestic and international companies.

In addition to our general work for international clients, the Group assists foreign companies with specific technical needs in organizing and conducting their U.S. operations, including financing, tax structuring, repatriating earnings abroad, and dealing with federal, state and local governments. Our international work involves companies with headquarters in Europe, Latin America and Asia.

Asia Pacific

Since the inception of the Firm's Asia Pacific Practice in the early 1980s, the Group has counseled major American, Asian, European and Latin American companies, financial institutions and individuals in their businesses throughout Asia.

Combining the resources of its U.S.- and Hong Kong/Shanghai-based practices, the Group provides representation of clients investing in-bound and out-bound. We provide clients with 24-hour access to a team of lawyers based in both jurisdictions.

Our Group includes lawyers who understand the workings of the business climate in Asia, who are fluent in various Asian languages, and who are able to negotiate and facilitate business transactions throughout Asia, including the People's Republic of China, Taiwan, the Philippines, Japan, Korea, Singapore, Indonesia and Malaysia.

One component of our Asia Pacific Practice is the international capital markets arena. Our lawyers represent issuers and underwriters in international equity and debt offerings by Asian companies and have actively advised Asian-based companies regarding ongoing compliance with U.S. securities laws. The lawyers in the Group also represent clients in international private equity transactions involving the sale and purchase of equity stakes in Asian-based companies. We represent strategic and trade investors and financial investors, both as purchaser's and as seller's counsel. The investment projects on which we have advised clients cover a broad spectrum of manufacturing and service industries and range over a wide geographic area. Kaye, Scholer's work has included ongoing financings such as recapitalizations, refinancings and dispositions of ownership interests in the form of trade sales, proposed initial public offerings or management buyouts.

Our Group is also involved in representing U.S. clients doing business in Asia. Our work involves structuring and negotiating their investments, including identifying potential joint venture partners, conducting due diligence, protecting their intellectual property and ensuring their investments comply with U.S. law.

Latin America and Emerging Markets

Kaye, Scholer's Latin America and Emerging Markets Practice Group focuses on international finance and commercial transactions, and on counseling private clients. The Group's attorneys are proficient in Spanish and Portuguese and have extensive experience in international business.

The international finance practice involves cross-border financing and privatizations, representing both issuers and underwriters of global securities offerings. The Group also represents Latin American corporations in their international business ventures and has assisted a variety of U.S. and non-U.S. companies in establishing joint ventures, in cross-border transactions and in dispute resolution.

We also represent international and domestic high-net-worth families and individuals in the plan-

ning and structuring of their commercial activities and private investments, with particular emphasis on the creation and management of ownership structures for personal and business assets. Additionally, members of the Group work with the private banking departments of U.S. and foreign banks and their offshore affiliates, providing advice regarding regulatory and tax compliance, fiduciary and investments products and corporate and trust administration.

INTERNATIONAL TRADE

Kaye, Scholer's International Trade Group represents multinational clients doing business in the United States. Our work ranges from the representation of clients in unfair trade remedy proceedings to counseling on issues of U.S. international trade and economic policy and the representation of clients involved in significant trade disputes, many of which have serious political implications. These matters involve trade policy and trade remedy proceedings; WTO negotiations and proceedings; Section 337 intellectual property investigations; customs issues; export licensing and controls; and economic and statistical analysis.

The Group has been involved in hundreds of U.S. trade remedy proceedings involving GATT and WTO disputes, antidumping and countervailing duty investigations, novel suspension agreements, unfair

trade and unfair import practices and "escape clause" actions on behalf of domestic and foreign corporations, state-owned enterprises and foreign governments. These matters involve frequent appearances before the U.S. Department of Commerce, the Office of the U.S. Trade Representative, the U.S. International Trade Commission, the U.S. Court of International Trade, the U.S. Court of Appeals for the Federal Circuit, the Senate Finance Committee and the House Ways and Means Committee. The Group also assists clients in NAFTA-related opportunities. The Group works closely with Dr. Paula Stern, former chairwoman of the U.S. International Trade Commission (ITC) and the current Co-Chair of the International Competition Policy Advisory Committee, who serves as a Government Affairs consultant to the Firm.

NATIONAL SECURITY/EXON-FLORIO

Kaye, Scholer's Washington, D.C. office is internationally known for its national security practice. The Exon-Florio provisions of the Defense Production Act provide for government review of mergers, acquisitions and takeovers by foreign buyers and authorizes the President to block transactions deemed to present a threat to national security. On behalf of numerous domestic and foreign clients, we have worked closely with the Department of Defense, the Department of Energy, and the multi-

agency Committee on Foreign Investment in the U.S. (CFIUS) to structure security agreements in such transactions and help facilitate their approval. We are also one of the few law firms in the country with experience in helping foreign-owned defense contractors develop and implement plans to mitigate foreign ownership, control, or influence under the National Industrial Security Program Operating Manual, a requirement for all government contracts that require access to classified information.

REAL ESTATE

Kaye, Scholer's Real Estate Group handles nationwide matters ranging from highly complex and sophisticated transactions to traditional purchases, sales, leases, financings, workouts of troubled companies and real estate joint ventures. In light of the continued integration of the real estate industry with the world's capital markets, our Real Estate Group, working in concert with the Firm's other practice groups, is on the cutting edge of today's market transactions. In the Real Estate Finance areas, our lawyers represent some of the world's largest financial institutions, institutional investors and real estate owners in financings involving hotels, office buildings, shopping centers and multi-family residential and other properties. The structure of these financings includes multi-parcel securitizations, credit enhancement and other structured finance facilities, equity-based mezzanine financings, real estate-related credit lines and construction and term loans.

In the area of ownership and development, the Group represents some of the nation's largest real estate firms in some of the country's most important

projects. This involvement has spanned the period from conception to completion, continuing through the operational phases of the project. In these matters, the Group deals with issues as diverse as land use and zoning, joint venture structuring, financing, leasing and other management and operational issues. In addition to development transactions, our real estate group is regularly involved in the acquisition and disposition of real property.

In the area of Real Estate Securities, the Group is actively involved in REITs and other real estate-related vehicles and has been from the inception of their recent popularity as investment vehicles. We are also active in representing clients in public and private offers of real estate securities.

The Group is also active in representing foreign investors in the acquisition and ownership of U.S. properties, including high-end hotels and office buildings. Kaye, Scholer is General Counsel to AFIRE (the Association of Foreign Investors in U.S. Real Estate).

TAX

Kaye, Scholer's Tax Group advises clients in a wide range of transactions ranging from billion-dollar corporate acquisitions, debt restructurings, and complex real estate transactions to restructurings of family-owned businesses, individual tax planning, employee benefits, the organization of charitable and other tax-exempt entities, and tax controversies with federal, state and local tax authorities.

In the corporate area, the Tax Group is involved in all of the Firm's mergers and acquisitions activity, ensuring that the tax implications of business and investment transactions entered into by the Firm's clients are taken into account. These transactions often require the Tax Group's efforts to design special financial products to achieve our clients' tax planning goals, or to analyze the tax consequences of new and creative financial instruments and transaction structures. Frequently, international tax concerns of U.S., multi-national and non-U.S. clients are also involved. Members of the Tax Group also participate in the Firm's representation of clients engaged in structured finance and asset securitization transactions, many of which rely on specialized tax-favored vehicles or tax-sensitive structures.

The Group also plays a role in planning new businesses. Tax considerations can affect the decision as to whether to form a corporation, a subchapter S cor-

poration, a general partnership or a limited liability company, and recent tax changes have affected the way in which planning proceeds. The Group has particular experience in the area of corporate joint ventures and has pioneered the use of limited liability companies, or LLCs, for such ventures. Among these transactions are those in which LLCs have been used to gain income tax advantages available because of the different characterization of LLCs under U.S. and foreign tax law. In other instances, we have used LLCs to hold partnership interests in investment funds, so that the funds can operate without any party having unlimited liability.

The Tax Group works closely with members of the Firm's Real Estate Group in many phases of the real estate practice, including traditional real estate joint ventures, transactions involving REITs and REMICs and transactions involving foreign investors in U.S. real estate. As a result of our longstanding involvement in real estate matters, members of the Tax Group have developed considerable experience in the use of sophisticated partnership and LLC arrangements as vehicles for real estate investment and development.

TELECOMMUNICATIONS

The lawyers in Kaye, Scholer's Telecommunications Group, based in the Washington, D.C. and New York offices, have broad experience in the various aspects of this emerging industry, including in the new and evolving technology. A substantial part of the practice consists of the representation of clients in the broadcasting industry, including radio and television stations, program producers and cable television, as well as satellite distribution systems in mergers and acquisitions and other corporate transactions.

The Group also represents common carriers in matters relating to FCC and state public utility commission issues, tariff preparation and filings, and agreements for the installation and use of fiber-optic cable. On the litigation side, the Group handles matters on behalf of clients in contested proceedings before the FCC, state public utility commissions, tax courts, bankruptcy courts and federal and state courts. The Group is also experienced in antitrust litigation and major commercial disputes involving the telecommunications industry.

WILLS AND ESTATES

Kaye, Scholer's Wills and Estates Group, based in both the New York and West Palm Beach offices, represents individual clients and fiduciaries, corporate fiduciaries and foundations. This broad client base provides a unique opportunity for the Department's attorneys to employ their skills and experience in matters ranging from real estate holdings to closely held businesses to intellectual property rights.

The Group applies its knowledge of estate, gift and income taxation and its sensitivity to particular family circumstances and needs to assist clients in preserving their finances and to assure a smooth transfer of wealth. The involvement extends to all phases of personal planning, from the drafting of pre-marital agreements through post-mortem tax planning.

The Group also advises clients with philanthropic intentions on how they may best achieve their goals in light of highly technical income, estate and gift tax provisions related to charitable gifts and bequests. Additionally, as the population ages, the Group is becoming increasingly involved in the management of the affairs of the elderly, creating trusts which are intended to preserve assets for retirement, maximize the applicability of public funding for health care and provide for the economic well-being of future generations.

Wills and Estates attorneys have also joined with attorneys from other specialties in the Firm to form the Family Business Planning Group in order to provide the full range of estate planning and other legal services required by family businesses and their owners.

OUR LITIGATION GROUPS

Kaye, Scholer is proud of the reputation of its Litigation Groups. Our Groups represent clients in complex disputes before federal and state courts across the country and before international tribunals as well as in mediations, arbitrations and other forms of alternative dispute resolution. Litigating across a broad spectrum of substantive areas from single cases to multi-jurisdictional class actions, our clients often call upon us to handle their most critical litigations and to serve as national counsel, national coordinating counsel and regional counsel.

In keeping with the Firm's tradition of professional leadership, Kaye, Scholer attorneys chair and participate in a wide range of bar association committees, and a number are members of the American College of Trial Lawyers. They also have made significant contributions to legal scholarship in their roles as lecturers and commentators.

Kaye, Scholer's litigators have broad experience at both the trial and appellate levels in the Supreme Court of the United States and virtually every federal circuit and state court. The Firm's litigators come from a wide variety of backgrounds, including prosecutors and law clerks to Justices of the United States Supreme Court and to federal courts of appeals and district courts around the United States.

ANTITRUST

Kaye, Scholer's Antitrust Group brings together over a dozen partners and a complement of associates to form a team of attorneys concentrating in antitrust and trade regulation law. Members of the Group have contributed significantly to the scholarly literature in the field, writing books and articles, lecturing and teaching in symposia and law schools.

The Antitrust Group represents clients in both litigation and counseling, with across-the-board experience in mergers and acquisitions, distribution, price

discrimination, industry-wide price-fixing allegations, criminal investigations and prosecutions and international transactions. The Group has litigated the spectrum of antitrust cases, including those involving price-fixing, monopolization and dealer termination. Our lawyers are also known for their representation of clients in high profile class actions as well as in other complex litigations, including those involving patent-antitrust and labor antitrust.

BANKRUPTCY

Kaye, Scholer's Bankruptcy Group is the product of its 1990 combination with Levin & Weintraub, Cames & Edelman (one of the nation's leading bankruptcy boutiques since 1933). The Bankruptcy Group's practice includes both debtor and creditor representation in many of America's largest bankruptcy cases and out-of-court restructurings. Our bankruptcy attorneys work closely with lawyers in other areas, including Commercial Litigation, Corporate and Finance, Real Estate,

Labor, Entertainment and Tax in dealing with the wide variety of issues confronted in today's bankruptcies and restructurings.

The Group's clients include important companies as debtors in Chapter 11 proceedings as well as creditors' committees and a variety of major banks, insurance companies, financial services corporations and commercial landlords as creditors in complex Chapter 11 proceedings.

EMPLOYMENT AND LABOR

Since its founding in 1947, Kaye, Scholer's Employment and Labor Group has practiced on the cutting edge of labor relations and employment law, representing management in the private and public sectors in a wide range of industries. The Group of 12 attorneys divide their time between traditional labor relations matters and employment

rights, discrimination and other labor litigation. Most recently, the Group has handled a number of significant class actions involving age and sex discrimination, plant closings and wage-hour issues. Lawyers in the Group regularly lecture and write on the latest developments in EEO, labor relations and employment rights law and litigation.

E-COMMERCE

The E-Commerce Group at Kaye, Scholer is a specialty group dedicated to providing full-service legal services to companies involved in electronic commerce and Internet-related intellectual property, transactions and litigation, including clients such as software and Web-centric technology companies, content providers and New Media companies, financial services companies, and established companies entering into online business. (This includes technology transitions for Fortune 500 companies.) The Group serves as Outside E-Commerce Counsel to both technology and non-technology clients.

The underlying philosophy of the Group is that companies involved in E-Commerce require both specific E-Commerce expertise and advanced services in other legal disciplines, and need to have these services provided in a coordinated manner. Accordingly, our Group includes experienced E-Commerce and computer lawyers and attorneys from intellectual property, finance, technology transactions, executive compensation, real estate and other disciplines who work together to provide our clients with legal advice and counsel from these fields on an integrated basis. Technology law has long been a part of Kaye, Scholer's litigation and corporate practices. With over sixty intellectual property attorneys and a staff of seven scientific advisors (all with Ph.D.'s), Kaye, Scholer has one of the oldest, largest and best-known intellectual property law practices of any large, full-service firm. Lawyers in the Firm's Washington, D.C. and Los Angeles offices work on regulatory, information technology and entertainment and media matters.

Distinctive Features of Our E-Commerce Practice

We believe the signature aspects of our E-Commerce Group are as follows:

First, our lawyers have genuine long-term, substantive experience in electronic commerce and Internet law. They drafted pioneer E-Commerce agreements and software, Internet and business method patents, worked with early-stage technology companies, and are known in the investment community.

Second, lawyers in the E-Commerce Group include registered patent attorneys who have engineering or computer science degrees and a demonstrated ability to stay abreast of technological developments and advise clients accordingly. Our intellectual property lawyers are some of the leading practitioners of cyberspace intellectual property law and focus on software and business method patents, digital copyright and trademark and domain name protection.

Third, intellectual property attorneys in the Group have substantial experience in negotiating and drafting technology agreements. They combine contract and transactional skills with technical knowledge and proven intellectual property law skills to provide creative deal-making in complex transactions, licenses and strategic alliances. We apply our in-depth patent-level knowledge of our clients' technology, or the technology of their business partners, to draft agreements based on the requirements and business implications of that technology.

Fourth, members of the Group are experienced in the legal aspects of providing financing to growing companies, from the angel to the IPO stage. Our corporate and finance lawyers are experienced in working with start-up and emerging companies, as well as established companies.

Fifth, our litigators are experienced in this field of law. We successfully litigated the country's first trademark/domain name dispute as well as other landmark patent and copyright cases. We are also skilled in alternative dispute resolution and negotiating complex settlements.

EQUAL RIGHTS LITIGATION AND COMPLIANCE

Our Equal Rights Litigation and Compliance Group handles complex equal opportunity and civil rights matters. This work covers issues including job discrimination, fair lending and equal credit, disability rights, fair housing, access to property insurance, environmental justice, affirmative action and diversity programs. Virtually every governmental and business entity operating in the United States (including corporations, financial institutions, real estate developers and insurance companies) faces a

range of emerging legal requirements and challenges in the area of equal rights, many of which result in class actions.

The chair of the Equal Rights Practice Group brings over 20 years in civil rights enforcement, most recently as Deputy Assistant Attorney General in the Civil Rights Division of the U.S. Department of Justice. Other members of the Group are experienced in the area of employment and labor, and in developing corporate compliance programs.

GOVERNMENT CONTRACTS

Kaye, Scholer represents clients on federal, state and local government contract matters. This work includes the prosecution and defense of bid protests, prosecution of claims, defense of government audits and investigations, defense of suspension and debarment actions and small business standard disputes. The Group is also active in the area of mergers and acquisitions, where its lawyers work with other practice groups to deal with complex government contracts issues, including due diligence. Additionally, the Group conducts antitrust analysis,

assists in obtaining regulatory approvals (including the negotiation of clearances and security agreements involving foreign corporations) and obtains required novations of government contracts. Our clients are in industries as diverse as automated data processing, aviation, advanced materials, pharmaceutical and medical devices, heavy equipment and processed food manufacturing. The Group is also often called upon to represent government agencies in disputes with contractors.

INTELLECTUAL PROPERTY

Kaye, Scholer's Intellectual Property Group has litigated some of the most significant recent trademark, trade dress and false advertising matters. Our intellectual property attorneys have broad experience in trademark, copyright and unfair competition law and in U.S. Patent and Trademark Office and U.S. Copyright Office proceedings.

In the trademark area, the Group has litigated numerous cases, including "related goods" suits for leading manufacturers of women's clothing, cosmetics and fragrances, and trade dress suits for pharmaceutical, chemical and luggage manufacturers. In the area of false advertising, the Group has successfully litigated cases involving well-known consumer packaged food products, over-the-counter pharmaceutical products, and products in more specialized fields. In the area of copyright, the Group has also been

involved in high-profile matters ranging from a dispute over a national political candidate's use of a news weekly's copyrighted cover in political advertising to the legality of making single photocopies of articles in scientific and technical journals.

In addition to intellectual property litigation and opinion work, Kaye, Scholer has represented clients in many technology-based licensing and joint venture agreements, as well as in related distribution and franchising arrangements. The Group routinely counsels clients concerning proposed advertisements, the selection and use of new trademarks, filing and prosecution of trademark applications, opposition and cancellation proceedings, and negotiations of hold harmless and side-by-side agreements. The Group also has capability in matters relating to the interface between intellectual property rights and antitrust law.

PATENT

Kaye, Scholer was a pioneer among large general practice firms when it began doing patent counseling and litigation in the mid-1970s. Today, our Patent Litigation Group numbers over 40 attorneys and is distinguished by the combination of its members' backgrounds in science and technology with their training in jury and bench trials, litigating and counseling. Members of the Group have taught patent, licensing and antitrust law at Columbia University School of Law and New York University Law School.

Kaye, Scholer has handled patent matters on behalf of clients in a wide range of industries and involving diverse products. The Firm has acted as primary counsel in worldwide litigation involving parallel cases in many countries, as well as multi-district litigation in the United States. In the pharmaceutical industry, the Firm has handled patent infringement cases involving leading drugs such as Procardia®, Lovenox®, Ciprofloxacin®, Diabinese®, Verapamil®

and Seldane®. In biotechnology the Firm has handled litigation concerning patents on major medical advances such as the cloning of the hepatitis C virus and interferon. The Group has also handled major matters in the electronic, aerospace, computer, semiconductor, manufacturing, fiber, and copying industries.

Most of the lawyers who comprise the Firm's Patent Litigation Group have degrees in the sciences, in areas such as chemistry and biology, or degrees in biotechnology, electrical engineering and the computer sciences. The Group also includes staff scientists (Ph.D.s) experienced in organic and general chemistry, cell and molecular biology, microbiology, genetics and pharmacology. The integration of this cumulative experience enables Kaye, Scholer's Patent Litigation Group to most effectively address and resolve the business, technology and legal sides of a client's problem.

PRODUCT LIABILITY

Kaye, Scholer's Product Liability Group brings together over 20 attorneys with substantial experience and big-case management skills. The Group is devoted to efficiently managing matters which — because of their size, complexity or importance — require either national coordination or greater defense capabilities than routine product liability cases.

The size and complexity of product liability cases have grown significantly in recent years. With increasing frequency, plaintiffs or defendants seek to concentrate scattered product liability cases into larger cases, either through consolidation, multidistrict litigation or the use of class actions. Moreover, as products become more technically advanced, greater scientific expertise is required to defend a product liability claim.

This type of litigation, and planning to avert it, requires a wider variety and greater depth of skills than are traditionally needed to handle a client's rou-

tine product liability matters. For the important product liability litigation, the client needs a firm with proven big case management skills. These skills include the ability to master the science and engineering principles involved, to devise sophisticated (and sometimes novel) legal and factual defenses, and to employ innovative procedural techniques (alternative dispute resolution, class actions for settlement purposes only, etc.) to handle the matter efficiently.

Kaye, Scholer's product liability practice centers on the trial and appellate defense of product manufacturers or service providers in mass disaster, mass tort and other complex product liability cases. Frequently, the Firm also acts as national coordinating counsel — providing a consistent strategy and direction in widespread litigation being handled by local firms throughout the country. In addition, we are retained in a counseling role to evaluate product liability issues as they affect a company's business, regulatory or legal strategies.

SECURITIES AND DERIVATIVES

Kaye, Scholer's Securities and Derivatives Litigation Group represents corporate and individual clients in a spectrum of matters involving the federal securities and commodities laws and state corporate and common law. The Group represents clients in defending shareholder class actions and derivative suits challenging, among other things, the adequacy of corporate disclosures and the validity of corporate transactions; defending corporate and individual clients in connection with investigations and civil proceedings brought by the Securities and Exchange Commission, the New York Stock Exchange, NASDAQ and the Commodities Futures Trading Commission, concerning, among other things, insider trading and broker-dealer compliance; and defending and prosecuting claims arising out of complex derivatives, commodities and foreign

exchange transactions, among others. The Group also represents clients in litigations involving mergers and acquisitions, proxy contests, and other extraordinary corporate transactions; it also has substantial experience in litigating securities and takeover cases involving publicly held limited partnerships.

The members of the Group have litigated issues that have helped to establish the law on such issues as the requirement of shareholder demand in derivative litigation, the application of the business judgment rule to preclude shareholder derivative actions, the definition of a security and the constitutionality of anti-takeover devices in hostile battles for corporate control. The Group includes individuals from a wide diversity of backgrounds, including former prosecutors and attorneys for the Securities and Exchange Commission.

WHITE COLLAR CRIMINAL DEFENSE

Kaye, Scholer's White Collar Criminal Defense Group represents clients in a broad range of matters, including securities fraud, criminal antitrust, environmental crimes, defense procurement, and other federal agency fraud, foreign corrupt practices, tax evasion, bank fraud, and nuclear regulatory, national security and election law violations. The Group represents companies or individuals who are the subjects or targets of grand jury investigations or other pre-indictment proceedings. The Group, which includes Paul Curran, former United States Attorney for the Southern District of New York, as well as former Assistant United States Attorneys, provides clients with an experienced and coordinated team capable of responding creatively and effectively to all aspects of a criminal case.

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