



2010 Year in Review

CARTER LEDYARD & MILBURN LLP

Partners for Your Business®

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CARTER LEDYARD & MILBURN LLP

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To Our Clients and Other Friends

For many in the world economy, 2010 was uneven but better. Businesses stopped contracting, adjusted their strategies and started to act on the opportunities that trouble can present.

We helped them succeed. Our offshore clients - from Canada to the United Kingdom to Israel - were busy. We helped to provide them with a Gateway to America® in such diverse transactions as securities registrations for Canadian energy companies and acquisitions of Israeli telecommunications companies.

The pace of disputes continued in state and federal courts and in administrative agencies. Our lawyers made important new law in the areas of trade secrets, corporate governance and real estate condemnation. Needless to say, our creditors' rights and insolvency lawyers had another good year.

Our Trusts and Estates Department also was busy. The one-year repeal of the federal estate and generation-skipping transfer taxes, together with the year-end Congressional actions, created unprecedented opportunities for our private clients to transfer assets in tax-effective ways. We helped them structure transactions to do that.

The Great Recession, as some have called it, has led business leaders to re-think what they need from all aspects of their enterprises, including their lawyers. For years we have thought that the multi-office law megafirm could be an expensive and unwieldy way to deliver legal services and that a mid-sized firm dedicated to achieving the highest standards of quality and client service is often a better alternative.

We feel vindicated. Last year *The National Law Journal* recognized CL&M as the sole New York City firm on its "Midsize Hot List" because we "demonstrated what it takes to get ahead as a midsize law firm in a legal services market increasingly dominated by large-firm competition." *The National Law Journal* reported that many businesses "selected firms that experienced a string of successes and that showed innovative ways to run their operations despite the economy."

We salute our clients for their successes in this recovering economy - and look forward to working with them in 2011.

Carter Ledyard & Milburn LLP

Winning Strategies



We successfully argued the appeal of a case on behalf of **Natsource LLC**, its affiliates and certain principals. Natsource's competitor, RNK, alleged that Natsource agreed to serve as its agent to acquire millions of carbon credits arising under the Kyoto Protocol from a project to be undertaken in China. RNK asserted that Natsource usurped the opportunity and/or failed to properly pursue it on behalf of RNK, thereby breaking contractual and fiduciary obligations to RNK and causing RNK to lose profits of more than \$200 million. We convinced the court that there was no agency contract, that Natsource did not have any fiduciary obligations to RNK and that the type of damages sought were not available under the circumstances.

In an important case of first impression, the U.S. Court of Appeals for the Second Circuit adopted our arguments on behalf of a shareholder and held that public companies may not indemnify their CEOs or CFOs from liability under Section 304 of the Sarbanes-Oxley Act. Section 304 requires the CEO and CFO to reimburse the company for any bonuses, incentive compensation, or trading profits that they earned during any period if a public company is required to restate its financial reports as a result of misconduct. The case involved the settlement of derivative lawsuits brought on behalf of shareholders of DHB Industries, Inc., a public company, against a number of the company's former executives, including former CEO David H. Brooks. A key provision of the settlement required the company to indemnify the CEO and CFO from any liability under Section 304 of the Sarbanes-Oxley Act. The settlement was vacated as a result of our appeal.

CL&M represented a distribution trustee of a trust in a case that could have far-reaching implications for the insurance industry and the management of a debtor's estate in bankruptcy. In this case an insurer advanced deductible payments to cover a debtor's post-confirmation losses; the insurer then sought reimbursement from the debtor's estate as administrative claims in the bankruptcy proceeding. A decision had been obtained in favor of the trustee after a hearing before the U.S. Court of Appeals for the Sixth Circuit. We then successfully opposed the insurer's petition for a rehearing by the entire court sitting en banc. The insurer has filed a motion to stay the decision pending its filing a petition for certiorari to the U.S. Supreme Court.

We won a significant appeal clarifying the scope of two attorney-client and work product doctrines. We sought the production of a joint defense agreement among several employees of a client and a competitor of the client, defeating their claim that the attorney-client and attorney work product privileges protected the agreement from disclosure. We asserted that the employees and competitor entered into the joint defense agreement as part of a plot to move a significant amount of business to the competitor. The appellate court agreed with our position and required the production of the joint defense agreement, which is expected to be a key piece of evidence in the litigation.



Emily Milligan was promoted to counsel. She focuses primarily on employment law, including the enforcement of restrictive covenants and the protection of

trade secrets. She represents employers on matters involving claims of unfair competition, wrongful termination, discrimination and disputes over executive compensation. She acts as Secretary to CL&M's Ethics Committee.



CL&M represented a Canadian oil and gas company that was sued by the Securities and Exchange Commission's Enforcement Division in an administrative enforcement action seeking an order to terminate the client's registration with the SEC for failure to file periodic reports. We successfully moved to dismiss the action.

We represented the former CFO and a member of the Board of Directors of a prominent broker-dealer in a shareholder-derivative action. The shareholders' allegations concerned the propriety of calling an annual stockholders' meeting, the certification of shareholder lists and proxy verifications, among other things. We successfully defended our client against the complaint and a motion for contempt of court, and there was no finding of wrongdoing. When the case was referred to the Manhattan District Attorney's Office for criminal investigation of proxy forgery and other wrongdoing, we persuaded the District Attorney's Office that no prosecution was warranted.

CL&M represented a major international image licensing company in connection with the enforcement of the company's intellectual property rights and anti-piracy efforts. We successfully prosecuted a number of copyright infringement actions on behalf of the company for the unauthorized use of dozens of digital images owned by, or consigned to, the company.

Franklin Ciaccio joined us as a partner. He focuses on financial restructuring; indentured securities in default and insolvency cases; investment company and investment advisory representation; as well as transactional insurance litigation. He has extensive experience representing financial institutions, indenture trustees, insurance companies and broker-dealers in disputes and corporate transactions.

Employment

Our reputation and practice in the area of restrictive covenants and protection of trade secrets continues to grow. We counseled numerous clients on best practices for protecting themselves from the loss of employees and information to competitors and drafted appropriately tailored contracts and employment policies. We were routinely in court litigating claims with respect to trade secrets and noncompete agreements.

In 2010, we witnessed and helped our clients deal with an increasing number of claims by the Department of Labor for misclassification of workers as independent contractors and the misclassification of employees as exempt from overtime pay. We continue to advise on severance, separation agreements, releases and waivers of employment claims, COBRA benefits, the American Recovery and Reinvestment Act, and other employment termination issues. We provided general employment advice concerning manuals, policies and procedures, and wage and hour laws.

Claims of wrongful termination and employment discrimination continued and we represented our clients in a variety of such cases before agencies and courts including the EEOC, the NYSDHR and both state and federal courts. We also used mediation to resolve a number of employment claims at the pre-litigation stage, saving our clients both the time and expense of full litigation.



Internal Investigations and White-Collar Defense



CL&M continued to challenge the state court conviction of **Dennis Kozlowski**, the former CEO of Tyco International, Ltd. CL&M filed a brief in federal court detailing the New York State courts' violation of Mr. Kozlowski's constitutional right to defend himself at trial by quashing a subpoena he issued to Tyco seeking specific, favorable evidence. A decision is expected in 2011.

We continued to assist our mortgage broker and banker clients in dealing with the investigative and regulatory scrutiny resulting from the mortgage meltdown. By engaging the investigative authorities early on, CL&M was able to forestall criminal charges against our clients.

CL&M successfully represented a former associate litigation counsel to a major insurance company. Although our client's conduct was indistinguishable from that of his co-defendant, our advocacy at sentencing resulted in our client receiving a very lenient sentence - less than one-sixth of that received by his similarly situated co-defendant.

CL&M represented, at sentencing, a well-known lawyer after his conviction for federal tax fraud. Although the particular sentencing judge rarely imposed sentences below the federal sentencing guidelines, CL&M obtained a below-guidelines sentence for the client.

In March 2010, the rabbi of a suburban Phoenix congregation was arrested in his synagogue parking lot by U.S. Marshals and Arizona sheriff's deputies. He was brought to New York City in shackles on a charge that in March 2000, while studying at a New York rabbinical seminary, he had unlawful contact with his then seven-year-old daughter's best friend. The offending conduct was alleged to have occurred during a sleepover at the one bedroom apartment he shared with his wife, daughter, and infant son. The rabbi's arrest and the charges against him were widely reported in the media. CL&M's criminal defense team secured the rabbi's immediate release on very low bail and undertook to have one of the country's foremost polygraphers test him. We brought the newly-elected District Attorney all of the facts about the rabbi, the rabbi's accuser, the successful polygraph examination, and the 10 year gap between the alleged incident and the accusation. Five months after the rabbi was arrested and charged, the District Attorney agreed to drop all charges and the court case was dismissed. We ensured that the dismissal received media attention commensurate with the reporting that followed his arrest.

Maritime

CL&M continued to represent shipowners, charterers and banks in a variety of maritime transactions. We advised **Circle-Line Sightseeing Yachts, Inc.** and its affiliates in connection with their bank financings, vessel construction contracts, charters and leases. We handled maritime financing transactions for **United States Steel Corporation** and several U.S. financial institutions.

As in previous years, we counseled maritime clients in litigation matters. CL&M represented **Sea Containers America Inc.** in connection with its liquidation and is representing a cruise line in arbitration and court proceedings arising out of a ship construction contract. The firm was retained on an emergency basis by its client **Fednav International**, a Montreal-based commercial shipowner and charterer, to represent it in the sudden bankruptcy filing of Eastwind Maritime, which operated a fleet of more than 50 ocean-going vessels. We successfully negotiated the unwinding or assumption of several contracts for new construction, which were in process at the time of the filing, and also resolved various obligations related to a half-dozen other vessels that were in transit, including some which were under arrest in various ports at the time of the commencement of the case. The last issues between the parties were successfully resolved at the end of the year.



Compensation and Benefits

CL&M assisted clients like **Paieon International Ltd.**, **Danisco US Inc.** and **Union Benefit Planners, Inc.** in the creation of new employee incentive compensation arrangements, and assisted **Cambrian Mining Plc.**, **Western Coal Corp.**, **EZchip Semiconductor Ltd.**, and **cVidya Inc.** with administrative matters arising from their existing equity-based compensation arrangements.

We also advised **Orient-Express Hotels Inc.**, **Mountbay Holdings Inc.** and **Charleston Place LLC** on the merger of their qualified profit sharing plans. In addition, we advised the bankruptcy trustees of **Bethlehem Steel Corporation Liquidating Trust**, **Sea Containers America Inc.** and the **Thoroughbred Racing Protective Bureau, Inc.** about the disposition of insurance and legal settlement proceeds arising after the termination of their respective tax-qualified plans. We helped one of our charitable clients revise the eligibility criteria in their Section 403(b) annuity plan to avoid nondiscrimination testing violations. We assisted other clients in self-correcting compliance failures under their retirement plans and guided them through the requirements of various remedial programs of the Internal Revenue Service when self-correction methods were inadequate.

The health care reforms in Washington prompted employers to raise questions about new welfare benefit plan requirements, tax changes and benefit options, such as health spending accounts. Our retirement plan and estate planning clients weighed the advantages of Roth IRA conversion retirement vehicles. Developments at the Department of Labor, as it clarified ERISA regulations regarding fiduciary duties, service provider fee disclosures and reporting requirements, also prompted questions from our clients.

ERISA counsel advised **The Bank of New York Mellon** on fiduciary obligations in connection with various investment vehicles and **Fleming Family & Partners** on administrative matters relating to its real estate operating company. We also addressed ERISA considerations in equity offerings by **Orion Oil & Gas Corporation**, **Spinner Asset Management**, **River Twice LLC**, **Papamarkou Wellner Asset Management, Inc.**, and note and unit offerings for clients including **Crescent Point Energy Trust**.

Condemnation



CL&M represented the **Empire State Development Corporation** in various proceedings in the Supreme Court, the Appellate Division and the Court of Appeals, New York's highest court, in connection with ESDC's Columbia University land use improvement and civic project. A favorable, unanimous ruling by the Court of Appeals put the project back on track after a plurality on the Appellate Division panel ruled in late 2009 that the state failed to show that the proposed university expansion had a "public use, benefit or purpose" that would qualify for use of ESDC's eminent domain power. This is the first ruling in New York finding that a project for development of private educational facilities qualifies as a public use for exercise of the eminent domain power. The \$6.28 billion project will transform a 17-acre site in West Harlem into a modern educational facility with significant open space and other public benefits.

The firm continues to represent **ESDC** in compensation claims arising out of ESDC's acquisition of property for the 42nd Street Development Project. ESDC received a favorable decision on a fee claim tried by CL&M when a claimant was awarded less than 1% of the additional compensation it was seeking.

CL&M continues to represent **ESDC** and its subsidiary, the **Lower Manhattan Development Corporation**, our neighbors, in connection with acquisition by eminent domain of property needed to facilitate the redevelopment of the World Trade Center site, including new streets and sites for new development, as well as subsurface easements.

CL&M continues to act as Special Condemnation Counsel to the **City of New York** and the **Hudson Yards Development Corporation** in connection with the No. 7 Subway Extension - Hudson Yards Rezoning and Development Program. CL&M assisted the City with resolution of numerous fee and fixture claims and with the defense of fee claims valuing acquired property interests at in excess of \$500 million. We also serve as Condemnation Counsel to the **New York City Economic Development Corporation** in connection with the Willets Point Redevelopment Project, which has been approved by the New York City Council. We represented the **Metropolitan Transportation Authority** in connection with eminent domain acquisitions in Queens, Brooklyn, Putnam and Dutchess counties. The representation included acting as trial counsel in a valuation trial and negotiation and settlement of various easement and fixture claims. In one matter tried by the firm, MTA received a favorable decision when a claimant was awarded less than 5% of the appraised value the claimant was seeking.

CL&M represented the **Port Authority of New York and New Jersey** in connection with its Access to the Region's Core ("ARC") Project involving the construction of two new railroad tunnels under the Hudson River.



Real Estate



One of our long-standing clients devoted significant attention to the proposed sale of an assemblage site. We advised with respect to tax and structuring issues as well as contract negotiations.

We represented a client in a \$50 million loan facility from TD Bank, secured by securities and real estate rentals. In other areas, we drafted and negotiated a Construction Management Agreement for the renovation of one of our client's properties, and negotiated a settlement agreement in the nature of a work-out for a loan held in a client's portfolio.

CL&M advised **New York Institute of Technology** in a lease of more than 50,000 square feet of space in Manhattan for use in connection with its educational programs. The space constituted a separate commercial condominium unit.

Comprehensive Care Management

Corporation continued to develop and expand its program of managed care for the elderly. CL&M previously represented CCMC in leasing various facilities in the Bronx and Queens, and CL&M continues to advise CCMC in the design, construction and development of these facilities.

We represented **Roosevelt Island Operation Corporation** in connection with the construction of Franklin D. Roosevelt Four Freedoms Park on Roosevelt Island, which will feature an open-air plaza with carvings of FDR's Four Freedoms text as well as new promenades and public areas.

In keeping with Times Square's emergence as a vital shopping destination, we represented **Paramount Leasehold, L.P.** in leasing retail space in the landmark building 1501 Broadway to Lids®. Lids joins building tenants Levi's®, Hard Rock Cafe and Bubba Gump Shrimp Company.

CL&M counseled **Orient-Express Hotels Ltd.** in an \$80 million financing with Crédit Agricole Corporate and Investment Bank and Aareal Capital Corporation for the Charleston Place Hotel, the centerpiece hotel in the historic district of Charleston, South Carolina. We also represented Orient-Express in a \$42.8 million financing with Oversea-Chinese Banking Corporation Limited, New York Agency, affecting various premier hotel and restaurant properties, including the 21 Club, the Inn at Perry Cabin, the Keswick Hall hotel, and the Keswick Golf Club.

ORIENT-EXPRESS



Environment: Land Use, Energy and Climate Change



Photo courtesy BP Solar International Inc.

Climate change was a hot topic this past year with a number of conflicting developments. The outlook darkened for federal climate legislation in the United States, but the U.S. Environmental Protection Agency promulgated regulations to begin the process of limiting greenhouse gas emissions in the United States. Quarterly auctions for emission allowances continued under the **Regional Greenhouse Gas Initiative, Inc.** by New York and nine other northeastern states (managed by CL&M's client RGGI). In the past year, we have assisted clients wanting to add a carbon-based revenue stream to international projects in the power and forestry sectors, and counseled clients on climate change impact assessments under state and federal law.

The **Long Island Power Authority** continues to move ahead with the largest solar photovoltaic projects in New York State as part of its commitment to meet New York's renewable portfolio standard goals. Recognizing the need to meet Long Island's long-term energy requirements, LIPA also has released a request for proposals for 1,000 to 2,500 megawatts of new on-island electrical generation and/or transmission to Long Island from outside sources. CL&M assists LIPA in connection with the planning, environmental review and approval of these projects.

CL&M's client **Spectra Energy Corp** operates over 19,000 miles of natural gas transmission pipeline, more than 285 billion cubic feet of storage, and natural gas gathering and processing operations, as well as local distribution assets in the United States and Canada. In December 2010, Spectra Energy affiliates Texas Eastern Transmission, LP and Algonquin Gas Transmission, LLC jointly filed an application with the Federal Energy Regulatory Commission for a certificate of public convenience and necessity under the Natural Gas Act for the New Jersey-New York Expansion Project, under which existing pipeline systems will be expanded to meet growing demands for natural gas in the New Jersey and New York metropolitan area. The project, which is planned to be in service in 2013, will permit the transportation of up to 800 million cubic feet per day of new natural gas supplies. It will include approximately 20 miles of multi-diameter pipeline, associated pipeline support facilities, and six new metering and regulating stations.

Our client the **Lower Manhattan Development Corporation** has completed the environmental review for a New York City-sponsored project to improve public open space and streetscapes along Allen and Pike Streets in Lower Manhattan. It will provide a unique pedestrian park promenade and serve as a linear community park linking the



adjacent Lower East Side, Two Bridges and Chinatown neighborhoods to the East River.

Roosevelt Island Operating Corporation is undertaking development of new public open space on Roosevelt Island, refurbishment of the Tramway to Manhattan's East Side, and improvements to other infrastructure. CL&M serves as land-use and environmental counsel to RIOC in these matters, including a new Southpoint open space in conjunction with the Trust for Public Land and the development of New York's long-awaited Franklin D. Roosevelt Four Freedoms Memorial.

The **Metropolitan Transportation Authority** continues to be active in the redevelopment of Manhattan's Far West Side. The MTA served as co-lead agency with New York City under the New York State Environmental Quality Review Act for the original Hudson Yards project, a six-million-square-foot transit-oriented redevelopment on Manhattan's far West Side. More recently, the MTA and the Long Island Rail Road adopted environmental findings for the Western Rail Yards project. This project, to be built over the LIRR's John D. Caemmerer rail yard, will complement New York City's 2005 rezoning of the area, and will be served by the extension of the Number 7 subway line. The Western Rail Yards project will include open space, market rate and affordable apartments, commercial and retail space, a new public school, and connections to the High Line Park, and will provide over \$1 billion to support the MTA's capital program. CL&M represents the MTA in connection with both projects.

We continue to provide a national focus on managing brownfields, including advice concerning a California Regional Water Quality Control Board order to remove solid waste from a former industrial site; advice on compliance with state soil cleanup standards in New York City; and advice on information requests from U.S. EPA Region 7 under the Resource Conservation and Recovery Act. In New Jersey, we successfully negotiated with the Schools Development Authority and others to settle Spill Act claims against a former owner for a fraction of their original amounts. We also continue to provide advice on corporate due diligence, compliance with U.S. EPA's "all appropriate inquiries" standard to limit exposure under the Superfund Law, and acquisition of environmental insurance.

CL&M's pro bono client **New Yorkers for Parks** is the city's leading not-for-profit advocate for city and state funding and protection of parkland. NY4P also undertakes highly successful programming in parks, including the "Daffodil Project," which commemorates the events of September 11, 2001 through an annual, citywide planting of daffodil bulbs. We helped NY4P draft new state legislation to improve the statutory protection of parkland and advised on the preservation of the 120-acre "Pouch Camp" on Staten Island, one of the largest natural areas in New York City that remains privately owned.



Christopher Rizzo was promoted to counsel. He handles transactional matters as well as litigation dealing with environmental impact review, land-use and zoning, historic preservation, hazardous materials, open space conservation and climate change. He also manages general litigation matters, often concerning international contract disputes. Outside the firm, he serves as an adjunct professor at Pace University Law School, co-chair of the New York State Bar Association's Parks and Historic Preservation Committee and is a "Green Associate" of the U.S. Green Building Council.



Washington, DC Office



Pesticides

CL&M continues to provide broad representation to clients under the Federal Insecticide, Fungicide and Rodenticide Act (FIFRA), the federal statute that covers the manufacturing, importation, registration and regulation of various forms of pesticides, including household products, agricultural chemicals and antimicrobial products. Our attorneys and staff scientists assist and advise clients through every phase of the process. We help to analyze products and markets, assess data compensation exposure, develop regulatory application packages, oversee the preparation of product labels, shepherd the product through the registration process and represent the client in data compensation arbitrations. CL&M registered multiple products based on existing proprietary products, and helped other clients make decisions about entering specific pesticide markets based on pertinent regulatory and legal issues. We secured a new pesticide product registration for an established company that needed to reformulate a more concentrated product in order to meet EPA registration standards. CL&M updated numerous pesticide product labels in order to meet new EPA storage and disposal regulations, and assisted in

adding new public health organisms to their labels. CL&M's NY patent attorneys advise on potential patent issues and develop regulatory and registration strategies to benefit our clients while ensuring compliance with applicable laws and regulations.

CL&M also worked with state pesticide agencies, filing registration applications and assuring compliance with complicated regulatory requirements. We represented clients in federal civil and enforcement actions involving alleged violations of the pesticides laws.

We handled several significant data compensation negotiations and arbitrations. In one data compensation case, we persuaded the arbitration panel to dismiss the case on jurisdictional grounds because it was improperly filed against our client. CL&M also litigated an 8-day trial that raised several unique issues. We secured the consolidation of two data compensation arbitrations addressing data costs for the same active ingredients, which will effect significant cost savings for our clients. During the last three years, we defended approximately 20 data compensation cases brought against our clients by individual companies or industry coalitions.



Energy

We worked extensively on the issue of natural gas produced from shale formations by using drilling methods that entail hydraulic fracturing. The game-changing potential of shale gas is the hottest topic in US and global energy markets in decades. If this resource can be used safely and is fully utilized, it is estimated that U.S. production of natural gas can be dramatically increased at costs well below conventional natural gas. CL&M advises leaders in this area on aspects of demand, pricing, regulatory issues and government oversight of the industry. We worked on ways to improve the U.S. energy supply while reducing pollution. CL&M also litigated proceedings before the Nuclear Regulatory Commission and related environmental issues.

Commercial Litigation

We worked with NY CL&M attorneys to provide strategic and legal assistance to a capital investment firm in connection with its efforts to assume control of and reorganize a company engaged in the important and growing field of iris recognition/biometric technology. CL&M obtained a dismissal of an administrative enforcement action brought against one of our clients by the Securities and Exchange Commission. We also represented a foreign client in a trademark infringement action brought against it in DC federal district court.



Environmental Compliance

We also continue to advise clients on a broad array of other environmental matters. CL&M advised clients on agency procedures and environmental laws, which provided alternatives for our clients. In one case, we have been asked to assist a construction company whose work procedures were under scrutiny by the EPA, threatening the viability of its business.

Julie A. Weisman joined us as counsel.

She concentrates her environmental practice on climate change issues, the purchase and sale of carbon credits, the assistance of clients involved in regulatory enforcement matters, alternative and renewable energy sources, green building, as well as advising clients on environmental issues that arise in commercial transactions. She has represented a variety of parties in commercial negotiations worldwide. She also focuses on exposure issues related to the presence of heavy metals, asbestos and mold.



Israel

CL&M acted as U.S. counsel to **STARLIMS Technologies Ltd.** (NASDAQ:LIMS), a leading provider of laboratory information management systems, in connection with its sale to Abbott Laboratories (NYSE: ABT), for \$123 million.

We acted as U.S. counsel to **Magic Software Enterprises Ltd.** (NASDAQ:MGIC), a global provider of cloud and on-premise enabled application platform and business integration solutions, in connection with a private placement of its ordinary shares and warrants to institutional investors in the United States and offshore for aggregate proceeds of approximately \$22 million.

CL&M assisted the **Eurocom Group**, one of Israel's largest privately owned holding groups, and its affiliate **B Communications Ltd.** (NASDAQ: BCOM) in connection with the acquisition of a controlling interest in Bezeq - The Israel Telecommunication Corp., Ltd., Israel's largest telecommunications provider (TASE: BZEQ) for an aggregate cash purchase price of approximately NIS 6.5 billion (approximately \$1.75 billion).

We also assisted B Communications Ltd. in connection with the sale of its legacy telecom business to Ampal-American Israel Corporation (NASDAQ: AMPL) for NIS 1.2 billion (approximately \$324 million).

CL&M represented B Communications Ltd. in connection with a public offering of NIS 400 million (approximately \$107 million) of debentures.

We helped **Internet Gold - Golden Lines Ltd.** (NASDAQ:IGLD) with its public offering of NIS 170 million (approximately \$46 million) of debentures.

CL&M assisted **RADVISION Ltd.** (NASDAQ: RSVN) in connection with a self tender offer to purchase 5.0% of its voting shares.

We continue to represent numerous public and private Israeli companies in connection with their activities in the U.S., such as U.S. securities laws and standards of U.S. stock exchanges, corporate governance requirements, mergers and acquisitions, employment matters, litigation, trademarks and patents, real estate matters, executive compensation and tax planning.





United Kingdom

CL&M advised London-based **City Index Limited**, and its U.S. subsidiary **FX Solutions, LLC**, on strategies and opportunities relating to new CFTC regulations on retail foreign exchange dealing. We also represented London-based **Taube Hodson Stonex Partners Limited** in connection with its U.S. operations.

We assisted **CarieScan Ltd.** with establishing a U.S. subsidiary to expand marketing and distribution of its hand-held devices for the early detection of tooth decay.

We advised London-based fund manager **Polar Capital LLP** on launching a U.S. subsidiary, registering it as an investment adviser, and on a private placement in the U.S. of shares in its newest fund, Polar Capital Alva Global Convertible Fund Limited.

CL&M advised the **Global Partners Fund**, a London-based private equity fund, on matters relating to its controlling interest in Imperial Parking Corporation, a leading parking services provider in Canada and the U.S.

We represented **Sword Group** in the purchase of AgencyPort Insurance Services, Inc., a Boston-based developer of computer software for the insurance industry.

CL&M represented **Western Canadian Coal Corporation** in the U.S. aspects of securing a \$50 million loan from The Bank of Nova Scotia and a \$125 million loan syndicated by The Bank of Nova Scotia to HSBC Bank Canada and the Royal Bank of Canada.

CL&M represented **Electrocomponents Plc** in connection with a debt restructuring in the U.S.

CL&M represented **The American Associates of The Old Vic**, instructed by The Old Vic, London, in connection with activities in the U.S.

We represented the **University of St. Andrews** in connection with activities in the U.S.

Switzerland

CL&M advised **Mark Byrne**, the founder of Switzerland-based reinsurer Flagstone Reinsurance Holdings, S.A. (NYSE:FSR), when he entered into an agreement with FSR under which FSR redeemed shares and a warrant held by his companies for \$105.4 million in cash.

Ireland

We helped **Trinity Biotech plc** (Nasdaq: TRIB), a public company that develops, manufactures and markets diagnostic test kits, sell its coagulation business to the Stago Group for \$90 million.



Gateway to America®



Canada

Securities

CL&M assisted **Athabasca Oil Sands Corp.** (TSX: ATH.CAT), an oil company focused on the sustainable development of oilsands resources, in its CDN \$1.35 billion initial public offering in Canada.

We assisted **PetroBakken Energy Ltd.** (TSX: PBN), a Bakken-focused, light oil exploration and production company, with its offering of CDN \$750 million of convertible notes to various institutional investors.

CL&M helped **Keyera Facilities Income Fund**, **Bonavista Energy Trust** and many others convert to corporations.

We assisted **Crescent Point Energy Corp.** (TSX: CPG.UN), a conventional oil and gas producer with assets strategically focused in western Canada, with numerous financings, including its CDN \$375 million offering of common shares.

Mergers & Acquisitions

We were counsel to **Orion Oil & Gas Ltd.** (TSX: OIP), a development-focused oil and gas company, in its acquisition of Wintraysan Capital Corp.

CL&M also assisted **Crescent Point Energy Corp.** with its acquisition of Shelter Bay Energy Corp., and we assisted **Great Plains Exploration Inc.** with its acquisition of Avenir Diversified Income Trust.

We represented **Manitok Exploration Inc.** in its amalgamation with Desco Resources Inc.

Tax

We acted as special U.S. counsel to large Canadian multinationals and provincial governments, counseling on crucial taxation issues in cross-border transactions.

Financial Services

CL&M counseled brokerage firms, investment advisers and hedge funds on their activities and regulatory issues.





Germany

We represented **JAB Anstoetz**, a Germany based producer and worldwide distributor of high end home decoration products, in connection with real property transactions and other commercial matters.

CL&M also represents **Ichthyol**, a German pharmaceutical company, **Sauer Compressors USA, Inc.**, the U.S. subsidiary of a German manufacturer of high-pressure air and gas compressors for industrial and naval applications, **Schuler SMG GmbH & Co.**, a German manufacturer of metalforming products, systems and services, and **Symrise Inc.**, a German-based flavors and nutrition company.

Denmark

CL&M counseled **Danisco A/S** (OMX Copenhagen: DCO), a world leader in food ingredients, enzymes and bio-based solutions, in general corporate and U.S. litigation matters.

Isle of Man

We assisted Isle of Man-based **ElI plc** (formerly Evolve India Holdings plc), an Indian private equity holding company, in successfully enforcing a guarantee in the U.S.



Bermuda

We represented **Orient-Express Hotels Ltd.** (NYSE: OEH), the hotel and travel company focused on the luxury end of the leisure market, with well-known and highly acclaimed properties, in two public offerings of its class A common shares. The first offering was for 11.5 million shares and raised approximately \$123.6 million, and the second offering was for 13.8 million shares and raised approximately \$138 million.

Offshore Funds

CL&M represented a number of offshore investment funds during the year, notably the **Polar Capital Group** and **Fleming Family & Partners**. A typical transaction involved a U.S. private placement to sophisticated investors contemporaneous with a listed retail distribution offshore.



Intellectual Property



Trademark, Certification Mark, Domain Name and Copyright

On behalf of client **Playtex Products, LLC**, we policed the unauthorized use of the BINKY® trademark on eBay and stopped the unauthorized use of that mark by both Simplicity Pattern Co. Inc. and Bearington Collection, Inc. We also obtained the withdrawal of a third-party federal application to register the mark BINKY BUDDY and the abandonment of a third-party federal application for BINKY BUTTONS. In addition, we were successful in obtaining the transfer to our client of infringing domain names, including girlsofhawaiiantropics.com and diapergenieonwheels.com.



On behalf of client **Sun Pharmaceuticals, LLC**, we successfully pressured Sionpharm Cia Ltda. into withdrawing their BANANA BOAT trademark application in Ecuador as a result of our opposition there.

We advised a number of clients with certification mark issues, including **Woolmark Americas, Inc.**, **International Organization for Standardization (ISO)**, and **American Standards Institute (ANSI)**. We successfully assisted ISO in stopping the use of ISOFLAGS and ISOFlags.com, in obtaining the Express Abandonment of a third-party application for ISO-5, and in resolving trademark disputes with Firestone Building Products Company, LLC, and with totes Isotoner Corporation. On behalf of ANSI, we were successful in obtaining the withdrawal of an ANSI formative trademark application filed by AMC Institute.



We continue to assist a wide variety of clients in copyright and trademark matters, including **Howcast Media, Inc.**, **World Gold Trust Services LLC**, and **Big Brothers Big Sisters of New York City**.



Licensing, Technology Transfer and Franchising

We continued to advise a European high performance car manufacturer on its franchising efforts in the United States and negotiated several trademark licenses for our fashion client **Sixty**. We assisted with licensing efforts for a phone-based application which provides the user with a daily record of her location.

We prepared terms of service and privacy policies for various clients and advised on regulations governing collection and use of customer data.

We assisted in commercializing a pending thin-film photo-voltaic patent, including soliciting potential licensees with an evaluation license for the technology and know-how.



Patents, Patent Litigation and Counseling

We defended a Japanese pharmaceutical company against a declaratory judgment action brought by a licensee of the company. We succeeded in moving to compel arbitration and staying litigation. The international arbitration will proceed in Japan and will include contract issues, anti-trust issues and intellectual property issues.

We represented a software licensing company in a protracted inter partes reexamination proceeding and convinced the Patent Office to grant the original claims without adding limitations that would have reduced the coverage critical to the client's licensing program.

We obtained patent protection for an invention which controls an interconnect structure applicable to voice and communication systems providing a scaleable congestion free switching system with intelligent controls.

We obtained a patent for **Archaio, LLC** which permits true-scale measurements from digitized drawings, and several copyright registrations for matters related to digitizing and obtaining information from digitized plans.

For a number of clients we reviewed patent disclosures and prior art in deciding whether to take actions in the US including filing for patent protection or practicing an invention in the US. We provided counseling and support to corporate clients in performing patent due diligence and properly recording patent rights in the Patent Office.

We assisted Japanese client **JTEKT North America, Inc.** in extending patent protection for its automotive component in China, the United Kingdom, France and Germany.

And we assisted in obtaining design protection for the **Tweenbots** robot, a small voyageur that navigates New York City with the help of the people it encounters.

Art Law

The legal structure called art law (an amalgam of personal property, contract, estate, intellectual property and tax law) supporting the acquisition, retention and disposition of fine art often fits uneasily with archaic custom and practice of the 21st century art market. Nevertheless, it is this structure which provides guidance and stability for owners of visual art as they buy, sell, gift, and exhibit their art. CL&M represents collectors, foundations, galleries and estates which own art and concern themselves with these questions, as well as questions of title and authenticity.

We are asking the New York Court of Appeals to decide a fascinating case involving a sculpture by Jacques Lipchitz and the question of whether the bar of the statute of limitations running against the original owner, vis-à-vis a third party in possession, will nevertheless leave the original owner with title to the art when the third party goes to sell the sculpture.

For artists such as **Alex Katz**, as well as collectors, we advise on establishing tax-exempt foundations as part of an estate plan and to protect their artistic legacy.

We represented the **Estate of Piet Mondrian**, whose art was declared "degenerate art" by the National Socialists in the 1930s, with regards to rights to certain of his works.

We advised collectors on their loans and gifts to museums, such as the Smithsonian in Washington, DC, regarding commitments from the museum for long-term displays under optimum conditions for the owner's loan/gift. There is almost always a tension between the interest of the owner/lender and the museum's wish to have a completely free hand in exhibiting the loan/gift.



Money Matters



Exchange-Traded Products

In response to increased interest in gold investments, **SPDR® Gold Trust** (NYSE Arca: GLD) exceeded \$50 billion in assets for the first time in 2010. The Trust is the world's second largest exchange-traded fund. We helped the SPDR® Gold Trust, a wholly owned subsidiary of the World Gold Council, to register 200 million new shares.

We also represented **The Bank of New York Mellon** in its capacity as trustee for the ETFs Silver, Gold, Platinum, Palladium, Precious Metals Basket and White Metals Basket Trusts and for the iShares® Gold Trust.

Broker-Dealer

FOROS

CL&M represented clients seeking to become U.S. registered broker-dealers and in their FINRA Continuing Membership Applications involving a change of ownership or business activity. CL&M provided ongoing regulatory and compliance advice to **Foros Securities LLC** in connection with its mergers and acquisitions, corporate finance advisory and capital raising business. We prepared compliance policies and procedures for Foros and advised on various public offerings, advertising materials and service agreements. CL&M represented **Coltin Securities, LLC** in its formation as part of a broad financial services firm, including a broker-dealer and investment units. We successfully negotiated selected dealer agreements, placement agent agreements and a branch office agreement in connection with Coltin's mergers and acquisitions and capital raising business. We

counseled **Mercury Capital Advisors LLC** in connection with its FINRA New Membership Application, as well as broker-dealer registration applications in multiple states.

Hedge Funds and Investment Companies

CL&M represented U.S. and offshore hedge funds for which we provided ongoing regulatory and compliance advice. We represented **Blue Hill Fund I, Ltd.**, an offshore hedge fund, in connection with the private placement of securities to strategic investors. We advised **GCA Credit Opportunities Master Fund, Ltd.** and its U.S. and offshore feeder funds in connection with the formation of an affiliate and reorganization. We represented a client in its formation as a series limited liability company that invests each series in commodities and other sophisticated derivative products and investments, such as swaps, warrants, options, certificates, principal protected notes and Shari'a compliant investments.

Investment Advisers

CL&M advised **Global Credit Advisers, LLC** and **Blue Hill LLC** regarding changes



Ethan L. Silver

was promoted to counsel. He focuses primarily on advising financial institution clients, specifically broker-dealers and investment advisers, on regulatory, compliance,

enforcement, and examination issues related to federal and state securities laws and the rules of various self regulatory organizations, including FINRA. He is a member of SIFMA Compliance and Legal Division. Prior to joining CL&M, Ethan was Senior Counsel in the Division of Enforcement at the New York Stock Exchange.



to offering documents for the respective U.S. and offshore funds the firms advise as a result of the Dodd-Frank Act, and ongoing compliance issues.

We advised an international financial conglomerate regarding complex organizational restructuring issues related to state and SEC investment adviser registration, segregation and possible integration of U.S. and offshore investment advisory affiliates and research operations.

Distressed Debt / Secondary Loan Market Transactions

CL&M represented hedge funds, actively managed CLOs, broker-dealers, special purpose vehicles and other financial institutions in hundreds of transactions involving distressed and par and near par bank loans, trade claims and securities. We negotiated and prepared confidentiality agreements, “big boy” letters, trade confirmations, purchase and sale agreements, participation agreements, sub-participation agreements, netting letters and proceeds letters. Our clients achieved success across asset classes in the U.S. and European markets. We routinely perform due diligence analysis on the underlying credit agreements and provide valuable tax, bankruptcy and ERISA advice in these areas.



Mary Joan Hoene, a former CL&M partner, rejoined us as counsel. She is a recognized securities and investment management attorney with diverse experience in the financial services

industry, and particular expertise with the Investment Company and Investment Advisers Acts of 1940. She works with fund sponsors, investment advisers, broker-dealers, commodity trading advisors, ETFs, registered and private funds, banks, insurance companies and the independent directors of investment companies.

Insolvency and Creditors' Rights

CL&M represented The Bank of New York Mellon as indenture trustee for debt issues in the bankruptcy of Ambac Financial Group, among other major bankruptcy cases. In the ProtoStar bankruptcy case in the District of Delaware, the sale of the communications satellite that secured the Notes of which BNYM was trustee produced a confirmed plan of liquidation which, as anticipated, resulted in a significant distribution to holders of the note issue. We also represented BNYM in the Majestic Star Casino bankruptcy case in Delaware.

The firm assisted a European specialty retailer in restructuring a series of burdensome store leases for its American subsidiary. We successfully renegotiated the leases without the client incurring the expense and effort of a bankruptcy filing.

A Channel Island-based client invested in funds controlled by the now-convicted Ponzi-schemer Tom Petters; the firm is advising its client with respect to claims by the bankruptcy trustee of the funds for return of alleged preferential transfers.

The firm took over the representation of the Liquidating Trustee appointed to wind down and close out the long-running Bethlehem Steel bankruptcy case. We continue to assist the trustee in his attempts to recover and distribute assets which are still being discovered almost a decade after the company's bankruptcy filing.

For more than five years, CL&M has represented a former officer of a company in the defense industry in his attempt to expose and remedy massive corruption by company principals; in the midst of that litigation the company filed a bankruptcy case in Delaware and the firm has assisted its client in negotiating the effects of that filing on the existing litigation.

Domestic Transactions



We are handling the U.S. aspects of the sale of client **Danisco A/S**, a Danish maker of enzymes used in food and biofuels, to DuPont for a sales price of \$5.8 billion.

CooperSurgical, Inc. acquired from American Medical Systems, Inc. the "Her Option®" cryogenic endometrial ablation product line for \$20.5 million. Her Option is an FDA approved treatment for women suffering from excessive menstrual bleeding who wish to avoid a hysterectomy. We also represented CooperSurgical in the sale of its Meditron product line and other inactive products that are not part of CooperSurgical's core business supplying gynecologists and obstetricians. We further represented CooperSurgical in connection with its manufacturing, supply and licensing agreements in its roles as a manufacturer of products for others and as a purchaser and licensee of products. CooperSurgical develops, manufactures and markets medical devices, diagnostic products, surgical instruments and accessories and treatments used primarily by gynecologists and obstetricians.

Xtivia, Inc., an information technology solutions provider, acquired CONNECT: The Knowledge Network, a leading IT consulting services organization with a strong focus on data warehousing/business intelligence, healthcare solutions and organization development.

CL&M assisted **DB Capital Management, LLC** with its investment in Eye Controls, LLC, a Virginia based provider of biometric eye recognition products, in intellectual property, corporate governance and employment matters.

Firecom, Inc., a provider of sophisticated life safety systems for commercial, industrial, institutional and residential users, acquired its 39% owned subsidiary Synergx Systems, a public reporting company, in a going-private merger transaction.

Caprius Inc., a manufacturer of proprietary equipment for on-site medical waste processing, entered into a merger agreement to be acquired by its principal lender Vintage Capital Group, in a going private merger. The closing should occur in late April 2011.

We continued our representation of **Victualic Company**, the world's leading manufacturer of mechanical pipe joining and fire protection systems, in corporate and other matters. We also continued to assist **Thoroughbred Racing Associations of North America, Inc.** and **Thoroughbred Protective Bureau, Inc.** with various issues involving the U.S. thoroughbred racing industry.



Corporate Trust



CL&M regularly represented three of the largest municipal corporate trust banks in the United States, **The Bank of New York Mellon**, **U.S. Bank National Association** and **Wells Fargo Bank, N.A.** in connection with their respective municipal bond transactions. A majority of these representations were in transactions based in either New York or Minnesota, but the scope of representation extended coast-to-coast and internationally. As the municipal bond trustee, CL&M's clients captured a majority of the market share this year.

CL&M's clients were involved with an extensive array of municipal bond products, including some interesting issuances for military housing, hospitals, various sports venues and the rebuilding of Ground Zero in Lower Manhattan.



David J. Fernández joined us as a partner. He often serves as counsel to the underwriter, counsel to the placement agent and trustee counsel in connection with

a wide variety of tax-exempt and taxable bond offerings. These offerings have included 501(c)(3) bonds, housing bonds, transportation bonds, hospital and other health care revenue bonds, civic facility revenue bonds, industrial development revenue bonds, water and sewer bonds, lease revenue bonds and tobacco securitizations.

Our clients continually work with many agencies issuing bonds under Master Resolutions or Master Indentures, with Series or Supplemental Indentures for later bond issuances. For example, the New York City Housing Development Corporation's Multi-Family Housing Revenue Bond program began in 1993. **The Bank of New York Mellon** has served as bond trustee on 144 series of bonds.

As a result of the expiration of the Industrial Development Agency enabling legislation in New York, our clients worked with new issuers in addressing the refunding and remarketing of previously issued New York based Industrial Development Bonds. In December, the **New York City Capital Resource Corporation** issued nearly \$20 million of Recovery Zone Facility Revenue Bonds with our client **Wells Fargo Bank, N.A.** acting as Bond Trustee.

Occasionally, our clients encounter transactions which go into default. If a default occurs, CL&M actively assists our clients with the workout transaction. **The Bank of New York Mellon** recently asked us to assist them in a default involving a bond issuance done for North General Hospital.



Trusts and Estates



This year was marked by unprecedented uncertainty and singular opportunity in the area of trusts and estates.

The big news was that the federal estate tax disappeared in 2010. We counseled clients on the ins and outs of the laws in place and the possibilities and expectations for the future. We worked with bar association committees to draft legislation to clarify the inconsistencies that the temporary federal estate tax repeal caused at the state level. The estates of clients who passed away in 2010 required sophisticated advice, such as the benefits of disclaimers, the income tax basis of assets passing from the decedent and the effects of estate taxes of many states.

It was a good year to make lifetime transfers for several reasons: The federal gift tax rate was at an all-time low. The federal generation-skipping transfer tax on transfers to grandchildren and more remote descendants disappeared. Interest rates continued to decline from their levels in 2009. With our help, many of our clients made substantial tax-efficient transfers, such as grantor retained annuity trusts, intra-family loans and sales to trusts ranging in value from tens of thousands to hundreds of millions of dollars.

We continued to help clients deal with a broad array of assets, including large interests in financial institutions, biotechnology companies, commercial real estate and ranches. In addition to our domestic planning, we worked closely with foreign counsel to deal with assets held throughout the world.

Our clients also prevailed in a number of important litigation matters. With our help a client successfully avoided an enormous tax increase claimed by the IRS relating to the value of a sculpture by a major artist. We won a particularly complex tax case on behalf of a client involving GRAT and family partnership issues. Within six months of being retained, we successfully settled a dispute that had spanned six years for our client, an executor and trustee.

We helped family offices address a broad array of issues ranging from staffing and cost allocation matters to persuading the SEC that proposed revisions to the exemption for family offices from registration under the federal securities laws may harm such offices. We continued to advise private foundations on management issues, grant-making and compliance.

Tax-Exempt Organizations

CL&M advises tax-exempt organizations in every step of their life-cycle, from formation to operation to termination. We routinely incorporate and request exemptions from taxation for charitable organizations.

In addition to setting up a number of family foundations, we helped establish organizations dedicated to promoting the development of contemporary classical music, maintaining avant-garde architecture, and using visual art to expand awareness of the impact of AIDS in the developing world.

We assisted several organizations in the difficult process of winding down their current operations and renewing them in different forms. In two cases, internal tensions and disagreements about proper charitable goals led organizations to divide. We advised both organizations to ensure that the transitions were handled properly so that the successor organizations were formed properly and began orderly operations. We also helped the principals of an arts organization, which had been a victim of Bernard Madoff's swindle, to create a new organization. The new entity will not be subject to any of the potential liabilities of the old organization but will allow them to continue to pursue their charitable aims.

CL&M continued advising charitable organizations with respect to the various challenges they face. We provided corporate governance advice to **The Colonial Club of Princeton University**, one of the university's historic eating clubs. The Club faced a number of challenges, including complications resulting from the fact that it was formed decades before New Jersey's laws governing tax-exempt organizations came into effect.



We helped the **Dance Heritage Society**, an organization treated as a public charity and dedicated to archiving and preserving important works of choreography, prove its continued public charity eligibility, which was critical to their ability to raise funds. We are also advising them on ongoing organizational challenges arising from their unique membership structure.



We continue to represent the **Regional Greenhouse Gas Initiative, Inc.**, established to assist the 10 states forming part of the Regional Greenhouse Gas Initiative to reduce greenhouse gas emissions in New England, New York, New Jersey, Delaware and Maryland through a regional cap and trade system. RGGI's auctions of emissions allowances continued throughout 2010, and regulations for emissions offsets programs are being developed. We advised RGGI about a wide range of issues, with particular emphasis on establishing policies and procedures to streamline the process of filing Form 990.

We helped **Comprehensive Care Management Corporation** and other affiliates of Beth Abraham Health Services with a range of activities, including structuring leases in Manhattan, Queens, the Bronx and elsewhere.

CL&M advised **Coburg Village, Inc.**, a tax-exempt senior living community, in connection with an audit of certain tax-exempt bonds issued as far back as 1998. The representation touched on various highly contentious and unsettled questions regarding the statute of limitations and document retention policies, and the audit was settled successfully.



Civic Priorities



Photo courtesy of Tim Gilmartin

Our attorneys and staff are committed to helping our community through volunteering time and serving on the boards of charitable organizations.

Bhavna Agnihotri serves on the board of **Microfinance Club of New York**, is a volunteer mediator with **Community Mediation Services** and a member of the **High Water Women Foundation**...**Michael H. Bauscher** coordinated the firm's contributions to the **Toys for Tots** program...**Alan J. Bernstein** serves as trustee for **Archive of Contemporary Music**... **Bryce C. Bernards** provides estate planning advice at **Legal Services NYC-Bronx**...**Elizabeth C. Black** serves on the board of the **Northeast Organic Farming Association of New**

York...**Jeffrey S. Boxer** is a member of the Strategic Planning Team for the **Hendrick Hudson School District**...**Aaron R. Cahn** serves on the board of the **Concert Artists Guild**...**Chloé D. Caraballo** provides estate planning advice at **Legal Services NYC-Bronx**...**Clifford P. Case** serves on the boards of the **NAACP Legal Defense and Educational Fund** and **Institute for Music and Neurologic Function**...**Jerome J. Caulfield** provides pro bono tax advice to **New York Foundation for the Arts**...**Franklin Ciaccio** serves on the board of the **New England Society in the City of Brooklyn**...**Justine M. Clark** volunteers at the **NY Partnership for the Homeless**...**H. Thomas Davis** serves as clerk of session of the **Scarborough Presbyterian Church**...**Rosemarie Deptula** is a Eucharist Minister and Lector at **Queen of Angels Roman Catholic Church**...**Denise Dixon** is president of the charitable organization **Hands Across Trelawny**...**Jasmin J. Farhangian** is a mentor and judges moot court competitions for **Legal Outreach**...**Christine A. Fazio** serves on the board of **Friends of the High School for Environmental Studies**...**Zara Fernandes** is a member of the **Governors Island Alliance Young Professionals**...**David J. Fernández** writes Federal grant applications for the **Floral Park Volunteer Fire Department**...**Michael I. Frankel** is secretary of the board of **The Andy Warhol Foundation for the Visual Arts**...**Kelly M. Frisch** provides estate planning advice at **Legal Services NYC-Bronx**...**James Gadsden** is vestryman at the **St. James Episcopal Church**...**Lynn M. Gallagher** helps plant trees through the **Casey Foundation**...**Victor J. Gallo** participates in the **New York City Bar Association's minority fellowship and mentorship program**. **Nora Gardner** volunteers at the **Sacred Heart of Jesus Food Pantry**...**Gerald W. Griffin** serves on the board of the **Emerald Association of Long Island**...**Alison P. Herman** coordinated the firm's contributions to the **Toys for Tots** program...**Mary Joan Hoene** serves on the board of the **Zoning Board of Review, City of Newport, RI**...**Macculloch M. Irving** serves on the board of the **Blanton-Peale Institute**...**David I. Karabell** serves on the board of the **Friends of the Upper Eastside Historic District** and on the advisory board of the **Liberal Arts College of Temple University** and is a volunteer tour guide for the **Central Park Conservancy**...**Stephen L. Kass** serves on the board of the **National Center for Law and Economic Justice**...**Jayun J. Koo** coordinated the firm's contributions to the **Toys for Tots** program...**Jeffrey L. Loop** is outside general counsel to **American Printing History Association**...**Daniel J. McSwiggan** serves on the board of the **Big Brothers Big Sisters of New York City**...**Leonard A. Miller** serves on the board of the **Water Resources Action Project, Inc.**...**Emily Moog** is a member of the **Downtown Staten Island Council**...**Dawn M. O'Connell** provides free seminars and tax services to policemen, firemen and teachers in the **Ozone Park community** and coaches **Cathedral High School students** for the 2011 Statewide Mock Trial Tournament...**Dan Pittman** provides pro bono tax advice to **New York Foundation for the Arts**...**Christopher Rizzo** is a member of the Director's Council of **New Yorkers for Parks**...**Jinsoo J. Ro** provides estate planning advice at **Legal Services NYC-Bronx**...**Sharon Rosen** serves on the board of **Young Variety - The Children's Charity of New York**...**Scott M. Sisun** provides pro bono trademark advice through **Volunteer Lawyers for the Arts** and leads the firm's participation in **New York Cares'** annual coat drive ... **Ronald D. Spencer** serves on the boards of the **Fund for Park Avenue** and **Carnegie Hall Neighbors**...**Leonardo Trivigno** volunteers at **Queens Volunteer Lawyers Project, Inc.**...**Robert J.A. Zito** is a pro bono minister at **Trinity Church** and serves on the boards of the **Holland Lodge Foundation** and **Holland Historical Society**...

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