

An aerial photograph of a city street, likely in New York City, showing a large crowd of people gathered on the sidewalk and street. A historic, multi-story building with many windows is visible in the background. The image is framed by a circular pink overlay that has a textured, fibrous appearance, resembling a flower or a piece of fabric. The background of the entire page is a solid dark blue color.

CARTER
LEDYARD &
MILBURN LLP

Year In Review

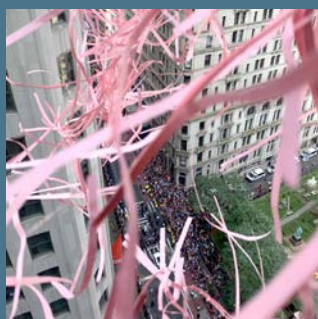
2019



JOHN G. MILBURN AND CLIENT JOHN D. ROCKEFELLER LEAVING COURT

Carter Ledyard & Milburn was counsel to Mr. Rockefeller's Standard Oil Company and represented it in the United States Supreme Court. Early in his legal career Mr. Milburn worked in the law offices of Grover Cleveland in Buffalo, New York. Mr. Cleveland was later twice elected President of the United States. Mr. Milburn was also a close friend of President McKinley.

Collection
Rockefeller Archive Center
Sleepy Hollow, New York



ON THE COVER
A view from our offices at Two Wall Street looking down on the ticker-tape parade through the Canyon of Heroes on July 10, 2019, in celebration of the U.S. Women's Soccer Team's World Cup victory.

Photo
Mary Winchurch Brown

From around the world to our home on Wall Street, our clients had a very good year in 2019.

Carter Ledyard counseled and defended clients in boardrooms and courtrooms, and protected their ideas and wealth in the marketplace.

We have been the GATEWAY TO AMERICA® for our clients for more than a century and a half. In 2019, we helped clients in Canada, the United Kingdom, Israel, Turkey, and China and in numerous other countries.

As part of our equally long tradition as PARTNERS FOR YOUR BUSINESS®, we try to anticipate developing legal needs, and thus in 2019 we launched our Cannabis, Hemp, and CBD Industry Group to help clients navigate this still legally uncertain area.

Our corporate attorneys worked on billions of dollars in financings in the shipping, resort, and real estate industries, and developed innovative strategies in change-of-control, acquisition, and divestiture transactions.

Our litigators represented clients in business, securities, white collar, media, trust and estates, and real property matters in federal and state courts, in arbitrations, and in governmental investigations by state and federal agencies.

From shoreline restoration to subway and skyscraper construction, our lawyers gave counsel on land use, environmental, condemnation, real estate, and construction matters, and advised charities, museums, and foundations on tax, governance, and succession issues.

Our intellectual property and cybersecurity lawyers worked both to create knowledge and secure information, and our art law and trusts and estates lawyers protected both past works and future legacies.

From the First Amendment to a Last Will and Testament, our attorneys take pride in their work for clients and in their communities.

We like what we do, and we enjoy celebrating our clients' successes.



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ANSI

The American National Standards Institute (ANSI) is a private, not-for-profit organization dedicated to supporting and facilitating the U.S. voluntary standards and conformity assessment system and strengthening its impact, both domestically and internationally. ANSI accredits the procedures of standards developing organizations, which work cooperatively to develop voluntary national consensus standards across a wide array of industries, including aviation, maritime, and manufacturing. Accreditation by ANSI signifies that the procedures used by a standards body in connection with the development of American National Standards meet ANSI's essential requirements for openness, balance, consensus, and due process.

ANSI is committed to enhancing the global competitiveness of U.S. business and quality of life by providing a framework for fair standards development and quality conformity assessment systems, and safeguarding their integrity. ANSI also promotes the use of U.S. standards internationally, advocates U.S. policy and technical positions in international and regional standards organizations, and encourages the adoption of international standards as national standards where they meet the needs of the user community.

Encompassing practically every industry, ANSI represents the diverse interests of more than 270,000 companies and organizations and 30 million professionals worldwide.

www.ansi.org



Advocating for our clients inside and outside the courtroom

Carter Ledyard's Litigation Department successfully represented our clients' interests in employment, environmental, securities, real estate, and capital markets litigation, as well as media and First Amendment cases, trusts and estates disputes, commercial and fiduciary litigation, and bankruptcy and corporate reorganization matters. We achieved successful results for our clients at the trial court and appellate levels in state and federal courts, in administrative proceedings, and through alternative dispute resolution.

Carter Ledyard defeated a motion to dismiss in Surrogate's Court, New York County, in which the court held that our client **Radio Drama Network's** challenge to a revocable trust stated viable, timely claims for fraud and deceit against the estate lawyer for legendary radio producer Himan Brown, and that Radio Drama Network's challenge to the lawyer's revisions to the revocable trust, which deprived Radio Drama Network of a \$100 million bequest by diverting it to a new charity controlled by the lawyer, could proceed. Following this decision and the removal of the lawyer from all official capacities by Radio Drama Network's Board of Directors, we obtained a temporary injunction in New York State Supreme Court's Commercial Division prohibiting the lawyer from interfering with Radio Drama Network's financial assets.

We represented a personal products company in pursuing fraud and breach of contract claims in American Arbitration Association proceedings against a provider of software integration services, and defended a client who received a refund of a deposit in connection with a commercial real estate purchase in a conversion suit by another buyer who claimed the now-disbarred seller's attorney diverted its funds in refunding our client's deposit.



We successfully moved to dismiss claims against three current and former officers of our client, Israeli telecommunications company **B Communications Ltd.**, in a securities fraud class action accusing the company and the officers of making misleading statements relating to a 2015 transaction involving another Israeli telecommunications company. The court agreed that there were no viable allegations that our individual clients had knowledge of the alleged fraud or that they had any incentive to commit the alleged fraud. In addition to dismissing all claims against the individuals, the court significantly narrowed the claims against B Communications itself after agreeing with our argument that several of the allegedly false statements were not misleading.

In an era of complex regulatory changes, Carter Ledyard provided ongoing advice to merchant cash advance companies about streamlining collections practices in New York State and U.S. bankruptcy courts, compliance with state usury laws, and secured transaction issues under the Uniform Commercial Code. Our attorneys successfully moved to dismiss claims in New York State Supreme Court against **Fox Capital Group Inc.** and **Commonwealth Merchant Advance Inc.** alleging litigation funding abuse. We also assisted those clients in successfully defeating a motion for a preliminary injunction in the same case.

APPELLATE ADVOCACY

Our attorneys succeeded in obtaining a unanimous decision from the Appellate Division, First Department, affirming the granting of a motion to dismiss in favor of a Mumbai, India-based administrator of an Indian estate. In affirming the Surrogate's Court dismissal of the petition by an alleged creditor of the estate seeking the issuance of letters of administration, the Appellate Division held that the petition was properly dismissed on the basis of *forum non conveniens*, and that, although the decedent died in New York in 1970, the matter should be adjudicated in India, not New York.

For a foundation client, we prevailed in the Appellate Division, First Department in a unanimous decision affirming the enforceability of the terms of a severance and settlement agreement between the foundation and a former employee and director. The court rejected the argument by the employee and director that state whistleblower statutes, and the fact that she was assisting another nonprofit in litigation, warranted a public policy exception to the enforceability of the agreement's terms.



INTELLECTUAL PROPERTY DISPUTES

We represented clients **Dahooo American Corporation** and **Museum of Dream Space, LLC** in defending against copyright claims with respect to certain exhibitions and promotional materials.

Carter Ledyard continued to prosecute patent infringement litigation for client **Kaneka Corporation** related to Kaneka's patent on a novel method of producing the nutritional supplement CoQ10 in the U.S. Court of Appeals for the Federal Circuit and in a petition to the U.S. Supreme Court.

For client **Hair Flair Ltd.**, we reached a confidential settlement of a patent and trademark infringement action against a major retail chain in connection with allegations that the retailer facilitated the sales of hair curler products that infringe our client's rights.

FIDUCIARY LITIGATION

Carter Ledyard's Fiduciary Litigation Practice Group had another busy year, representing individuals, financial institutions, and charitable organizations in a number of litigations and disputes. Working with the firm's Trusts and Estates Department, the Group represented clients in proceedings in Surrogate's Court, as well as other state and federal courts in New York, and in mediations and confidential settlement negotiations. In addition, we represented parties in will contests, probate, and trust administration proceedings.

For firm client the **Estate of Charles Bergman**, our attorneys obtained a withdrawal with prejudice of a challenge in Surrogate's Court to Mr. Bergman's choice of executors and directors of the foundation established through his will.

We represented corporate and individual trustees and executors in contentious proceedings in Surrogate's Court involving accountings and related claims of fiduciary misconduct, imprudent investment and improper administration of estate assets, and negligence.

We also continued to represent individual trustees and executors in connection with transactions relating to the settlement of complex Madoff-related litigation involving family members and beneficiaries of trusts and an estate.



NEW COUNSEL
Michael H. Bauscher

Mike Bauscher's practice focuses on litigation, condemnation, and related land use and real estate matters. He has experience guiding municipal and other public benefit corporations through the planning process for acquisition of properties by eminent domain, the public hearing process, and acquisition proceedings in state court. He has significant experience with valuation proceedings to determine the fair market value of properties taken by eminent domain and has been an integral part of trial teams for several valuation trials.

Mike also practices in both state and federal courts in complex civil litigation matters, and has significant experience with judgment enforcement practices in New York state courts. He also conducts internal investigations and works on all phases of commercial litigation cases and appeals. Mike's appellate experience includes arguing before the Second Circuit Court of Appeals and the New York State Appellate Division.

Advising clients in a budding industry

Building on years of experience across various practice areas, Carter Ledyard launched our Cannabis, Hemp, and CBD Industry Group in 2019. We have assisted some of the top U.S. and Canadian companies operating in the industry with their compliance, capital raising, acquisition, tax structuring, intellectual property, and general corporate needs. The Group advised clients of all sizes, ranging from small firms and startups to middle market firms and large public companies.

Carter Ledyard acted as U.S. counsel to **Cannabis One Holdings Inc.**, a Canadian Securities Exchange-listed British Columbia corporation headquartered in Colorado, in a reverse takeover transaction, as well as in Cannabis One's acquisition of brands, dispensaries, and other operators in the cannabis industry.

We acted as U.S. counsel to **GTEC Holdings Ltd.**, a British Columbia corporation that cultivates, distributes, and markets premium cannabis in Canada, and **Westleaf Inc.**, an Alberta corporation that owns several cannabis industry brands that cultivate, extract, process, and manufacture cannabis, in their reverse takeover transactions and subsequent listing on the OTCQB marketplace.

We acted as counsel to **Four20 Investments**, an adult-use cannabis retail operator in Calgary, Alberta, and as special counsel to **Tilray Inc.**

and its subsidiary, **High Park Shops, Inc.**, in Tilray's acquisition of Four20 Investments. Tilray is a public company listed on the Canadian Securities Exchange and the NASDAQ.

Carter Ledyard acted as counsel to **Citation Growth Corp.**, a public company listed on the Canadian Securities Exchange and the OTCQX which invests in the medical recreational cannabis space, in its acquisition of ACC Enterprises, a Nevada-based group of companies licensed for cannabis cultivation.

Our attorneys acted as special counsel to **Willow Biosciences Inc. (formerly Makena Resources Inc.)**, a Canadian public company listed on the Canadian Securities Exchange, in its acquisition of all the outstanding shares of BioCan Technologies Inc. and Epimeron Inc., which both continued as wholly-owned subsidiaries of our client.



Our attorneys also assisted **GABY Inc.**, an Alberta corporation that develops, manufactures, produces, and markets wellness products with THC and CBD, and **Integrated Compliance Solutions, LLC**, a Nevada company that offers cannabis regulatory compliance software to banks and merchant payments solutions to companies in the cannabis space, in multiple financings, including offerings of various debt and equity securities.

Carter Ledyard advised companies focusing solely on hemp products and operating in accordance with the 2018 U.S. Farm Bill. Carter Ledyard worked closely with **Cannuka LLC**, an Ohio company that produces CBD and manuka honey-based luxury skin care products and sells those products to customers directly and through retailers nationwide.

In addition to regularly providing clients with advisories on developments in the industry, the Group has published articles which have been featured in a variety of publications including the Association of Corporate Counsel's "*Docket*," the *Journal of Internet Law*, *Think Advisor*, the *New York Law Journal*, and *PropertyCasualty360*. Carter Ledyard also contributed to "Global Cannabis Industry: The Essential Primer," published by Meritas Law Firms Worldwide. Our attorneys regularly participate in industry-focused webinars and live panels, including the ANSI Legal Issues Forum focused on "Standardization and the Cannabis Industry," and a widely watched webinar for the Association of Corporate Counsel on "Doing Business with Cannabis, Hemp and CBD-Related Companies."



NEW PARTNER
Alexander Malyshev

Alex Malyshev is a co-chair of the Cannabis, Hemp, and CBD Industry Group, advising businesses, investors, and other stakeholders in the quickly evolving state-legal cannabis and federally-legal hemp and CBD industries on how to deal with the unique challenges the industry poses in a practical manner.

Alex also maintains an active litigation and counseling practice, primarily focusing on the financial services industry. He has more than a decade of experience representing financial institutions, corporate trustees, and individuals in a variety of contract, fraud, and business tort cases related to investments in various complex instruments.

OUR CLIENTS HAD A REALLY GOOD YEAR®



Cannuka

Cannuka produces luxury beauty products containing CBD, Manuka Honey, and other natural ingredients. Cannuka is dedicated to helping its customers maintain their well-being by providing high-quality CBD products which are simple, natural, and include only essential beneficial ingredients.

Cannuka uses a crystallized CBD isolate from hemp that is 99.7% pure. Impurities, such as oils, plant material, waxes, and chlorophyll, are removed so only the CBD remains. The Manuka Honey in Cannuka products is harvested exclusively in New Zealand and Australia, and takes its unique properties from tea trees that grow near the bee colonies that produce it. By focusing on the pure ingredients that go into its products, Cannuka believes it offers users a unique, natural alternative to popular skincare products.

In 2019, Cannuka expanded its product lines and began working with some of the nation's leading retailers. Ulta Beauty began selling Cannuka products in 1,200 locations, and Nordstrom and Neiman Marcus offer Cannuka products both online and at their retail locations.

www.cannuka.com



Protecting reputations

Personal reputations that are the deserved product of years of accomplishment are now more tenuous than ever, largely because of advances in information technology. Profoundly harmful allegations can be transmitted instantaneously on the Internet, where the allegations stubbornly persist in spite of, and sometimes because of, their falsity. Our First Amendment and Media Law Practice Group lawyers, who have been defending reputations for many years, are fully engaged in applying traditional and new tools of reputational defense and repair to today's world.

Our attorneys continued to defend clients' reputations from attack, whether emanating from private grievance, government, or the media. We regularly persuade publishers of false statements to make retractions or apologies, and we litigate defamation claims in court when necessary.

We are presently engaged in several high-profile defamation lawsuits. For example, we continue to represent three international businessmen in defamation cases arising out of statements made in one of 17 reports that collectively have become known as the "Steele Dossier." In one case, our clients sued the online publisher, in another, the U.S.-based political opposition research firm that commissioned the reports, and in a third, the former British intelligence operative who wrote and disseminated the report. These cases have involved litigation in trial and appellate courts in New York and the District of Columbia, and as amici curiae in a related case presently before the United States Court of Appeals for the Eleventh Circuit.

Carter Ledyard continued to represent one of the country's most successful biotech investors and managers, who was falsely accused of workplace sexual harassment in an online publication dedicated to that industry.

We advised and represented another biotech investor in connection with a leading news agency's publication of an article falsely accusing our client of creating a securities marketing structure which gave it advantages over its investors.

We advised litigation counsel to an international charity which sued an investigative NGO for falsely reporting on its development work in poverty-stricken areas of the world.

On behalf of the former CEO of a large public company, our attorneys persuaded a publisher to correct inaccurate claims made about the client in a book and to make changes to the online edition and future hard copy editions.

We also persuaded a New York tabloid to place an editor's note at the top of an article stored in the newspaper's electronic archive which not only corrected the false allegation in the original publication but enabled us to persuade websites around the world to take down their republication of the original article. Our lawyers continued to represent a lawyer falsely accused of complicity in the Malaysian 1MDB sovereign wealth fund fraud, where our efforts resulted in changes to the content of a book that made inaccurate claims about our client.



Protecting imagination and invention

International and domestic conflicts and trade wars are increasingly fought over intellectual property rights. In 2019, we protected the patents, copyrights, trademarks, trade dress, trade secrets, and domain names of owners and innovators.

LITIGATION In cases decided in the U.S. Court of Appeals for the Federal Circuit and in a petition to the U.S. Supreme Court, Carter Ledyard continued to prosecute patent infringement litigation for client **Kaneka Corporation** related to Kaneka's patent on a novel method of producing the nutritional supplement CoQ10. We represented **Hair Flair Limited** in litigation to stop infringement of its patent and trademark rights by a major online retailer. Carter Ledyard represented **Agilitas Private Equity LLP** in litigation to stop infringement of its trademark rights and obtained dismissal of a related trademark cancellation proceeding filed against them. Our attorneys also defended clients **Dahooo American Corporation** and **Museum of Dream Space, LLC** against copyright claims with respect to certain exhibitions and promotional materials.

PATENTS AWARDED We helped pioneering individuals, companies, and institutions to obtain patent protection for their proprietary technology in the United States and other countries. **Paolo Costagli, Inc.** was granted a design patent for its innovative "Brillante" jewelry design. **Patricia Pflum** obtained a patent on her Protective Skin Splint. **Solar-Tectic LLC** was granted multiple patents for pioneering solar cell and semiconductor technology and methods of manufacture. **MAC Specialties Ltd.** obtained a patent for its collapsible modular easel stand for use with personal electronic devices. **Riverside Research** obtained patents for a Method for Gestational Age Estimation and Embryonic Mutant Detection and for a Method for Typing and Imaging of Biological and Non-Biological Materials Using Quantitative Ultrasound. **Edward Ikeguchi** and co-inventors obtained a patent on a Wall Mounted Illuminated Box Assembly.

TRADEMARKS OBTAINED, PROTECTED, AND DEFENDED Working with Jamaican counsel Foga Daley, we amicably resolved an opposition in the U.S. Trademark Trial and Appeal Board (TTAB) against a logo application filed by client **Usain Bolt**, the world's fastest man. We obtained judgment in the TTAB on behalf of client **American National Standards Institute** (ANSI) against an application for an infringing mark, and won voluntary withdrawal of an application infringing the "ISO" mark owned by client **International Organization for Standardization** (ISO). On behalf of client **Orbis Holdings Limited**, we successfully negotiated an agreement resolving infringement of the ORBIS logo. We assisted client Hair Flair Limited in policing online infringement of its portfolio of marks. Carter Ledyard also represented dozens of other companies in obtaining and maintaining registrations for U.S., Madrid Protocol, and foreign trademarks and design registrations, including **Peak Bottling Company Ltd.**, **Havoli Fine Art Management**, **The Coffee Galleria Pty Ltd.**, **Kirna Zabete Inc.**, **Campus London LLP**, **Barnet Products, LLC**, the organizers of **The Cheesemonger Invitational**, **Dahooo American Corporation**, **Munro Investment Group Pty Ltd.**, **Double Shot Equity LLC**, **OS33, Inc.**, and **ANSI**.

COPYRIGHTS PROTECTED We continued to advise companies and individuals on permissions for and protection of their rights in photographs, books, computer software, and art of all kinds.



Protecting the rights of employers and employees

Our Employment Practice Group counsels clients on the rapidly changing employment law landscape. As states and the federal government enacted new statutes and regulations addressing diverse issues, such as when arbitration and confidentiality agreements can be used, how to properly classify workers as employees or independent contractors, and the legalization of some forms of cannabis, our team advised our clients to ensure that they had up-to-date information in order to implement appropriate procedures and safeguards.

In 2019, we continued to advise clients in a variety of industries on the protection of trade secrets and human capital, including through the appropriate use of non-compete, garden leave, and other restrictive covenants. We also worked with clients to minimize their risk when hiring employees or groups of employees from competitors, and represented clients in disputes arising out of the hiring or termination of employees.

Carter Ledyard client **Reversible Destiny Foundation** obtained a unanimous appellate court decision affirming the enforceability of a severance and settlement agreement between the Foundation and a former employee and director. The court confirmed the Foundation's position that a party that receives the benefits of a severance agreement may not challenge the validity of that agreement. The court rejected the employee and director's arguments that state whistleblower statutes and a public policy exception allowed her to assist another nonprofit in litigation against the Foundation in violation of the severance and settlement agreement.

Our attorneys also litigated disputes when necessary to protect our clients' rights. We successfully represented **Slader LLC**, a premier app and website that provides free homework assistance to students, in a dispute with several of its former executives. Slader uncovered evidence that the executives were using Slader's confidential, proprietary, and trade secret information to secretly operate a separate business that used that information to provide services to other website owners, including competitors of Slader. We advised Slader regarding the termination of the executives and represented Slader in a litigation filed the same day that the executives were terminated. As a result of Slader's comprehensive strategy to address that threat, including seeking a temporary restraining order against the former executives and their new company, Slader regained control of its proprietary information and obtained a quick and satisfactory resolution.



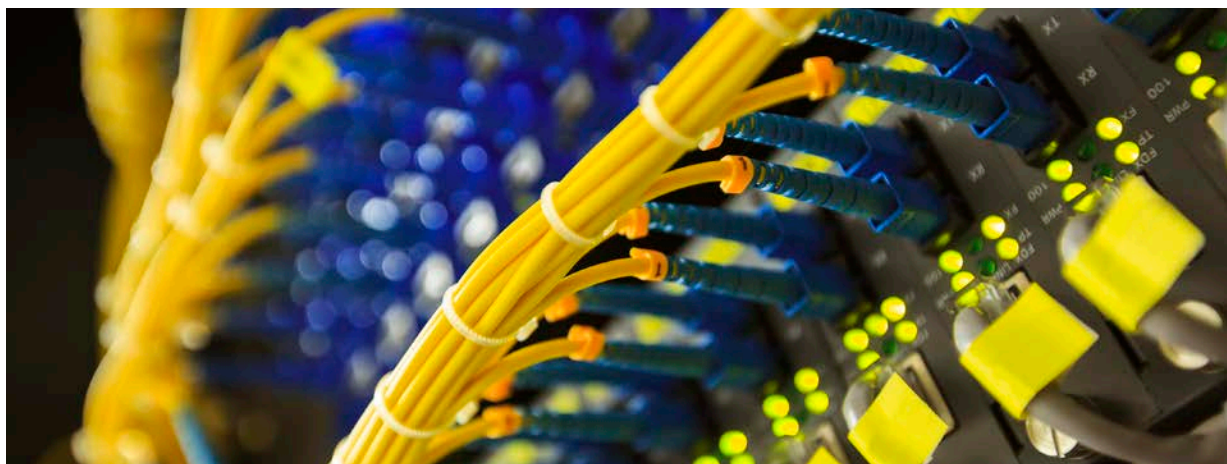
Practical advice on data privacy and cybersecurity

Cybersecurity and privacy are global issues that affect companies across all industries. Carter Ledyard's Cybersecurity and Data Privacy Practice Group counsels clients on development of cyber and data privacy policies and procedures, regulatory compliance, risk management and investigations, third-party vendor management, data protection, breach prevention, and incident response planning. The Group has advised clients of all sizes, from individuals, small firms, and start-ups to middle market firms and large public companies.

Carter Ledyard helped numerous clients manage their cybersecurity and data privacy risks and challenges in 2019, including:

- provided urgent advice and investigation support to address possible theft of client information by a departing contractor;
- advised U.S. clients on compliance with the European Union's General Data Protection Regulation and the California Consumer Privacy Act, including creation and implementation of compliant data privacy policies and other data protection initiatives;
- represented a sponsor of U.S. exchange-traded funds in a detailed audit and review of its major vendors' information security safeguards and policies, and provided advice on its incident response plan;
- counseled foreign clients on U.S. cyber risk disclosure standards required under securities laws; and
- advised a foreign client on the application of the Health Insurance Portability and Accountability Act to its work gathering data for health insurance companies.

As thought leaders in the field, in September 2019, we presented an Association of Corporate Counsel webcast for in-house attorneys entitled "Commerce in the Internet Age: How Can One Company Website Present So Many Legal Issues?" In November 2019, we hosted a roundtable event at the firm's Wall Street office focusing on cybersecurity governance and risk management for directors and officers.



Guarding clients' rights

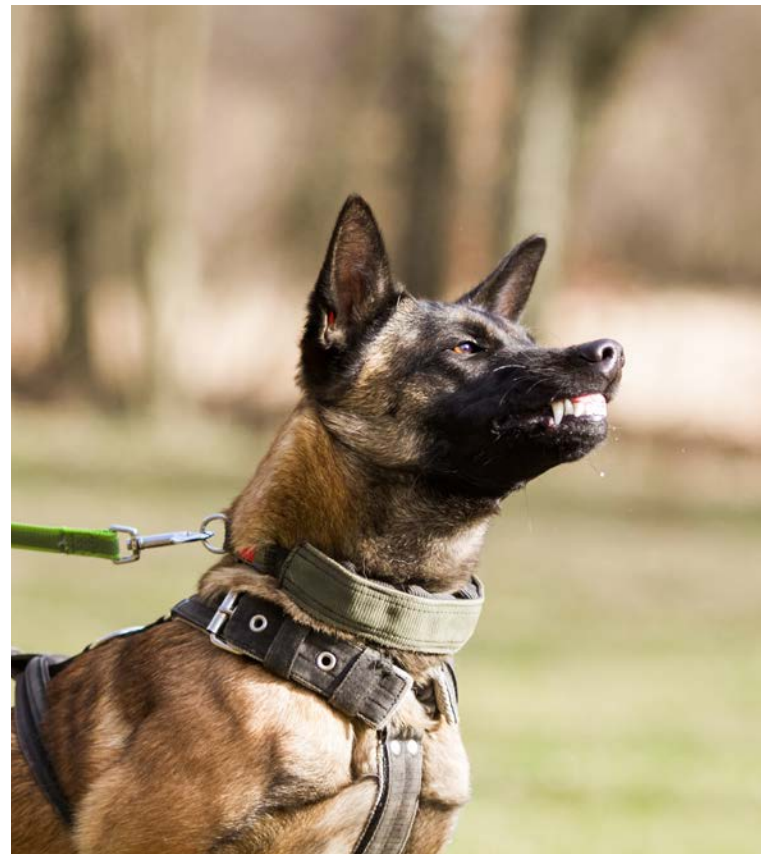
It was another busy year for Carter Ledyard's White Collar Practice Group. Our attorneys handled a wide variety of criminal and regulatory matters, some of which were quite high profile, while others were successfully concluded while remaining under the radar, to the great satisfaction of our clients.

Carter Ledyard represented a lawyer and CPA facing federal charges of mail, wire, and bank fraud in connection with an alleged wide-ranging mortgage fraud scheme. The complexity of the case was exacerbated by the fact that the government turned over approximately 75 million pages in document discovery, necessitating the retention of an information technology management firm to process the data and create a searchable database. After extensive analysis of the database by our team, our attorneys were able to persuade the prosecutors of the client's minor and peripheral participation in the alleged offense, resulting in an extraordinarily favorable settlement for our client.

For the second time in five years, the New York State Attorney General commenced a Martin Act (New York's civil and criminal securities statute) investigation of our client, one of New York City's major real estate developers. The Attorney General alleged that prospectuses for a dozen new condominium construction projects were fraudulent because they failed to disclose the developer as a principal, and our client was facing potentially large financial penalties and a bar from the industry. Following extensive confidential depositions by the Attorney General's Office, during which we demonstrated our and our client's commitment to vigorously defend against the claims, the Attorney General offered, and the client accepted, a favorable settlement involving a small payment without any admission of wrongdoing. The settlement allowed our client's business to continue unimpeded and uninterrupted.

Our lawyers continue to represent a client in connection with an SEC enforcement investigation into industry practices by broker-dealers and investment advisers relating to municipal bond offerings.

The year ended with Carter Ledyard's white collar lawyers being retained to represent a prominent public official in connection with a federal indictment alleging criminal misconduct at one of the nation's largest credit unions.



Keeping businesses growing

Carter Ledyard's Corporate Department provides sophisticated counsel on complex and demanding transactions in the United States and around the world, from mergers and acquisitions and bond and bank financings to financial regulatory matters and legal opinions under New York law. We enjoy a reputation as one of the nation's leading mid-sized business law firms and as a particularly attractive resource for mid-market companies and international clients seeking knowledgeable and experienced New York corporate counsel.

M&A AND GENERAL COMMERCIAL TRANSACTIONS

Carter Ledyard represented **Ultima Health Products, Inc.**, a provider of sugar-free electrolyte hydration products based in Cortland, Ohio, in its acquisition by a private equity fund managed by WM Partners, a Fort Lauderdale-based private equity firm focused on companies in the health and wellness sector.

We assisted the local government of **Curaçao** in the sale of its 87.5% interest in United Telecommunication Services N.V., a provider of video, broadband internet, fixed-line telephony and mobile LTE services to 101,000 fixed and 134,000 mobile residential and business customers in Curaçao, St. Maarten, St. Martin, Bonaire, St. Barths, St. Eustatius, and Saba, to Liberty Latin America Ltd. in an all-cash transaction at an enterprise value of \$189 million.

We represented **CooperSurgical, Inc.**, the women's healthcare business unit of The Cooper Companies, Inc., in its acquisition from Biocoat Incorporated of the HBA[®] Assay for sperm sample screening and PICS[®] Dish for sperm selection in in-vitro fertilization procedures.

We continued to assist CooperSurgical with a variety of commercial matters, including supply and distribution agreements, standard terms and conditions, consulting agreements, and agreements for the provision of genetic testing services.

Carter Ledyard advised a Native American-owned government contracting company in Alaska in its partnering agreements with major defense contractors.



NEW COUNSEL
Guy Ben-Ami

Guy Ben-Ami is a member of the Corporate Department and a leader of the firm's Israeli Cross-Border Practice Group. He is admitted to practice in both New York and Israel. Guy focuses his practice on representing international and U.S. companies doing business in the United States, and he has experience in a broad array of financial transactions, including U.S. and international public and private offerings of debt and equity, Rule 144A placements, Regulation S cross-border offerings, listing companies on U.S. exchanges, and mergers and acquisitions. Much of his transactional work is for technology companies and venture capital investors in the United States and Israel.

OUR CLIENTS HAD A REALLY GOOD YEAR®



ElectroCraft

ElectroCraft, Inc. is a global provider of advanced precision engineered fractional-horsepower motor and motion control products which are found in thousands of different applications within industrial, commercial, and consumer product markets. These products are critical components of some of the world's most innovative products in the medical equipment, robotics, industrial automation, military, and automotive industries. Trusted by large global and cutting-edge companies, ElectroCraft motion systems are manufactured in the United States, China, Germany, Taiwan, and the United Kingdom.



www.electrocrafter.com

FINANCING TRANSACTIONS

We assisted **Global SC Finance V SRL** in a \$397 million offering of fixed rate asset-backed notes sold to institutional accredited investors. Global SC Finance V SRL is a subsidiary of Seaco SRL, one of the world's leading marine container leasing companies. We also assisted **Global SC Finance VI SRL**, another affiliate of Seaco SRL, with a \$155 million secured loan financing with various lenders.

Carter Ledyard represented **Credit Suisse** as special counsel in the financing of the \$1.3 billion acquisition of the Sands Casino Resort in Bethlehem Pennsylvania by Wind Creek Hospitality.

We also represented Credit Suisse in its role as sole book-running manager for the \$285 million bond issuance of the Saracen Casino Resort located in Arkansas.

Carter Ledyard continued to represent a New York-based hedge fund in negotiating increases to over \$100 million in outstanding secured loans to consumer lending entities located in various states.

We represented a New Jersey-based hedge fund in making a loan to a consumer lending entity located on an Indian reservation in the Midwest.

Our attorneys also advised a Texas-based investment firm in considering a loan to a consumer lending company in North Dakota.

We are experienced New York-based attorneys. Banks and law firms from across the United States and around the world continued to call upon us to offer New York law opinions for transactions occurring elsewhere but governed by New York law.

DISTRESSED DEBT AND SECONDARY LOAN MARKET TRANSACTIONS

Carter Ledyard has extensive experience with the purchase and sale of domestic and foreign distressed bank loans, financial claims, and privately held equity. We represent hedge funds, special purpose vehicles, and other financial institutions every year in transactions involving distressed and par and near par bank loans, trade claims, and securities.

Through our membership in the Loan Syndications & Trading Association (LSTA) and its Trade Practices and Forms Committee, our attorneys continue to be actively involved in establishing market practice and developing market standards.





In 2019, Carter Ledyard continued its work for **New York Cruise Lines, Inc.** (NYCL), a leader in New York City's marine-based sightseeing, transportation, entertainment, and dining industries. NYCL's brands include the iconic **Circle Line**, offering sightseeing and music cruises; **New York Water Taxi**, a private transportation business; **North River Lobster Company**, a casual floating lobster shack; **The Beast** thrill-ride speedboat; and **World Yacht**, which offers innovative charters and special events. Our work this year included advising on transactional and litigation matters, as well as assisting with new commercial opportunities. We previously assisted Circle Line with the construction and financing of three new state-of-the-art tour boats, the Circle Line Liberty, the Circle Line Staten Island, and the Circle Line Bronx, all now currently operating in New York Harbor.

Gateway to America®

With clients all over the world, Carter Ledyard has a long history of providing legal services to overseas companies and their United States affiliates. We have a particular focus in representing clients in Canada, the United Kingdom, Israel, Turkey, and China, and we assist businesses and individuals in a broad range of commercial and personal matters, including corporate, litigation, real estate, intellectual property, trusts and estates, and tax. Our experience on Wall Street as the Gateway to America® spans more than 150 years, and Carter Ledyard is well positioned to guide clients into a new decade and beyond.



AROUND THE WORLD

Carter Ledyard represents companies around the globe in establishing and expanding their business activities in the United States. Whether advising on day-to-day operating issues or complex transactions and litigation, we are able to represent foreign clients comprehensively due to our breadth of practice specialization and experience dealing with unique issues relevant to doing business in the United States as a foreign entity. In addition to Canada, the United Kingdom, Israel, Turkey, and China, our recent international experience includes clients and matters in Russia, India, Japan, Germany, Spain, Italy, Switzerland, Belgium, Ireland, Poland, Norway, Finland, Denmark, Bermuda, South Africa, and Australia.



Canada

Carter Ledyard has represented Canadian corporations, financial institutions, and government entities in cross-border activities for more than 60 years. In 2019, we assisted in numerous public offerings, private placements, acquisitions, credit facilities, restructurings, and other transactions.

- Carter Ledyard represented **Spectra Inc.** in its cross-border offering of common shares, and **Alaris Royalty Corp.** in its offering of convertible debentures for a total purchase price of CA\$100 million.
- We also acted as counsel to **Mullen Group** in its offering of convertible debentures for a total purchase price of CA\$110 million. The debentures traded on the Toronto Stock Exchange.
- Carter Ledyard acted as counsel to **Four20 Investments**, an adult-use cannabis retail operator in Calgary, Alberta, and as special counsel to **Tilray Inc.** and its subsidiary, **High Park Shops, Inc.**, in Tilray's acquisition of Four20 Investments. Tilray is a public company listed on the Canadian Securities Exchange and the NASDAQ.
- We also acted as counsel to **Citation Growth Corp.**, a public company listed on the Canadian Securities Exchange and the OTCQX, which invests in the medical and recreational cannabis space, in its acquisition of ACC Enterprises, a Nevada-based group of companies licensed for cannabis cultivation.
- Our attorneys acted as special counsel to **Willow Biosciences Inc. (formerly Makena Resources Inc.)**, a Canadian public company listed on the Canadian Securities Exchange, in its acquisition of all the outstanding shares of BioCan Technologies Inc. and Epimeron Inc., which both continued as wholly-owned subsidiaries of our client.
- Carter Ledyard represented **Gabriella's Kitchen Inc.**, a cannabis- and hemp-infused products provider, with its acquisition of Raw Chocolate Alchemy LLC, a Nevada-based company that sells both traditional chocolates as well as CBD- and THC-infused chocolates.
- Carter Ledyard also represented **Westleaf Inc.** in its reverse takeover of IGC Resources Inc., a publicly traded Canadian company, and concurrent capital raise through issuance of subscription receipts.
- We acted as counsel to **Cannabis One Holdings**, a Canadian Securities Exchange-listed British Columbia corporation, in a reverse takeover transaction.
- Our attorneys also represented **GTEC Holdings Ltd.**, a British Columbia corporation in the cannabis space, in a reverse takeover and subsequent listing on the OTCQB marketplace.





United Kingdom

Carter Ledyard's long-standing United Kingdom Cross-Border Practice Group regularly handles mergers and acquisitions, public and private securities offerings, borrowing and lending transactions, regulatory litigation, and employment matters for, and provides general corporate assistance to, U.K. companies establishing or expanding activities in the United States.

- Carter Ledyard attorneys advised **DEM Solutions Limited**, a Scottish company, in the U.S. aspects of its sale to a U.K. subsidiary of Altair Engineering Inc., a global technology company. DEM Solutions is the maker of EDEM, the market leader in Discrete Element Method (DEM) software used for the virtual testing of equipment in the manufacturing, mining, and process industries.
- Carter Ledyard represented **JP Boden (Holdings) Limited**, the U.K.-based clothing retailer, and its U.S. subsidiary in connection with U.S. law aspects of the company's loan facility with Barclays Bank PLC.
- Our attorneys assisted **Murgitroyd Group PLC**, a U.K.-based international patent and trademark law firm, with U.S. law aspects of its purchase by Sovereign Capital LLP, a U.K.-based private equity firm, pursuant to a U.K. law scheme of arrangement.
- We assisted the international asset management consulting company **MJ Hudson Group plc** with U.S. law aspects of its admission to the London Stock Exchange's Alternative Investment Market.
- We represented **Conversocial Limited**, a U.K. company that provides customer service software, in its acquisition of Assist Megacorp, Inc., a California-based messaging platform company.
- We advised **Rokstone Underwriters (North America) Limited**, a subsidiary of U.K.-based commercial insurance broker Direct Insurance Group PLC, in connection with a shareholders' agreement between Rokstone and certain minority shareholders of Rokstone Construction Risk Underwriters Limited, a Delaware company.
- Carter Ledyard assisted **Cappfinity Limited**, a U.K. company engaged in the business of employee assessment solutions, with the purchase of certain registered intellectual property assets from a company in the United States.
- We represented **SamSoft Solutions, Ltd.**, a U.K. software development, website design, data recovery, and IT security service provider, in negotiating certain debt instruments preliminary to an acquisition by a U.S. company.
- Carter Ledyard represented a U.K. company in connection with its proposed investment in a U.S. company through a purchase of a convertible loan note.
- Carter Ledyard assisted **Lucid Group Communications Limited**, a U.K.-based healthcare communications company, in its assessment of a merger and acquisition opportunity in the United States.



Israel

Carter Ledyard's robust Israeli Cross-Border Practice Group is based on decades of experience and intimate knowledge of the Israeli market and continued to grow in 2019.

We assisted our Israeli clients, mostly publicly traded companies based in Israel, with their U.S. related securities and corporate matters.

- Carter Ledyard assisted both **B Communications Ltd.** and **Internet Gold - Golden Lines Ltd.** (holding companies with a controlling interest in Bezeq The Israeli Telecommunication Corp. Ltd., a communication service group in Israel) with a complex set of transactions involving regulatory aspects of a share purchase agreement with Searchlight II BZQ, L.P. and T.N.R. Investments Ltd. This included an offering of equity and debentures in Israel and a rights offering in the United States pursuant to Securities Act Rule 801. We also represented B Communications in various litigation matters.
- Our attorneys assisted **Eltek Ltd.**, a global manufacturer and supplier of technologically advanced solutions in the field of printed circuit boards, on various matters, including a shelf offering.
- We assisted **RADA Electronic Industries Ltd.**, a global defense technology company, with a \$22 million public offering of more than 4.19 million ordinary shares.
- Carter Ledyard also advised **Gilat Satellite Networks Ltd.**, a leader in developing and selling very small aperture terminal satellite ground stations, **Magal Security Systems Ltd.**, a developer and manufacturer of perimeter intrusion detection systems, **Magic Software Enterprises Ltd.**, a global enterprise software company, **Mer Telemanagement Solutions Ltd.**, a global provider of solutions for telecommunications expense management, call accounting and usage management, and enterprise mobility management, and **Eviation Aircraft Ltd.** on various issues.

Turkey

Our Turkey Cross-Border Practice Group serves Turkish companies, joint ventures, and individuals as they look to the United States to expand their markets and opportunities. Certain of our clients are among the largest companies in Turkey and are global leaders in their sectors. In the past year, our Turkey Practice Group has advised clients on a wide range of corporate, real estate, intellectual property, employment, and financing matters.

- Carter Ledyard provided legal advice to **Star Brands, North America, Inc.**, which is part of **pladis**, one of the world's largest confectionary and biscuit companies, which in turn is owned by **Yildiz Holding A. Ş.**, one of the largest companies in Turkey. We advised on corporate, employment, real estate, and intellectual property law matters.
- We provided legal advice to **Godiva Chocolatier**, which is also owned by Yildiz. We provided general corporate advice relating to the Godiva core business and also advised Godiva on a new business unit, Godiva Café, which is expected to be rolled out across the United States at 2,000 locations. Godiva Café will sell a variety of chocolate drinks, coffees, and food items.
- We assisted Turkey's largest digital operations company in connection with acquisitions of U.S.-sourced technology relating to search engines and artificial intelligence. Our attorneys also assisted the client in protecting their intellectual property in the United States and with branding matters relating to an international venture with an Irish-owned communications company.
- Our attorneys continue to represent Turkish individuals and families in connection with real estate investments in the United States.
- We assist Turkish start-ups with venture financing in the United States.
- Carter Ledyard continues to assist Turkish, and other offshore and U.S. investors, in creating a platform to invest in Turkish startups.

China

Our growing China Cross-Border Practice Group regularly counsels U.S. and Chinese clients on a wide variety of inbound and outbound legal matters, including mergers and acquisitions, securities laws and offerings, corporate finance, intellectual property, litigation, and corporate governance and compliance.

- Carter Ledyard assisted a Chinese client in executing a change of control of NASDAQ-traded **BOQI International Medical Inc.** (formerly NF Energy Saving Corporation), a leading China-based provider of energy conservation solutions that recently shifted its focus to the pharmacy business. We also represented BOQI in its acquisition of Boqi Zhengji Pharmacy Chain Co., Ltd., a China-based pharmacy chain company with more than 300 stores.
- We continued to assist **Tower Bridge International Group**, a leading Chinese education group, with its worldwide investments in the education industry. In 2019, Tower Bridge, through its California-based subsidiary, purchased a majority interest in an Australian education group.
- We guided the largest dairy producer in Asia (as measured by overall turnover) in navigating U.S. corporate laws, disclosures under U.S. agriculture regulations, and reviews by the Committee on Foreign Investment in the United States (CFIUS).
- Our attorneys advised **Datang Telecom Technology Co., Ltd.**, a 5G technology leader in China also known for its leading role in developing the Chinese TD-SCDMA 3G mobile telecommunications standard, on foreign investment restrictions in the United States, including CFIUS regulations and other critical issues.
- Carter Ledyard advised **Suzhou Huaqi Intelligent Technologies Co., Ltd.** and its U.S. affiliate, **HQ Intelligent Ltd.**, with respect to U.S. corporate law issues and CFIUS analysis. Suzhou Huaqi was the first company in China to provide transportation automation and information system solutions to the rail, high speed rail, urban rail, inter-city rail, and aviation sectors.
- We defended clients **Dahooo American Corporation** and **Museum of Dream Space, LLC** against copyright claims by teamLab, Inc. with respect to certain exhibitions and promotional materials in the U.S. District Court for the Central District of California. We also assisted Dahooo and its affiliates in securing U.S. patents, registered trademarks, and other intellectual property rights.
- We advised **Hocer (Beijing) Medical Technologies Co., Ltd.**, a leading Chinese medical device company, with respect to a series of patents relating to surgical apparatus and instruments for use in ultrasonic procedures.
- We assisted **Innosound Technologies Inc.** in prosecuting and managing a portfolio of trademarks relating to surgical apparatus and instruments for use in ultrasonic procedures.
- Carter Ledyard represented **Huaxi Brewing (Beijing) Co., Ltd.** and its U.S. affiliate in negotiating international beer distribution arrangements with Northern United Brewing Co. and with Table Bluff Brewing (doing business as Lost Coast Brewery).
- We represented a Chinese client in U.S. patent prosecution and provisional patent prosecution and strategy relating to a declarative syntax and related methods, interface, algorithms, and procedures for building and running systems of complex analytics. We also represented a Chinese client in U.S. patent prosecution and strategy relating to a three-dimensional image formation and color correction system and method.
- In connection with the growing trend of Chinese citizens seeking global asset allocations and succession plans, our Trusts and Estates Department continued to provide tax and estate planning advice and to create trusts for high and ultrahigh net worth Chinese individuals.

Producing tax solutions

The Carter Ledyard Tax Department assists clients in achieving their transactional, business, and investment objectives with optimal tax results.

Every year our attorneys advise domestic and foreign clients on the U.S. federal, state, and local tax aspects of their partnerships, real estate, corporations, and S corporations; counsel on compliance with the Report of Foreign Bank and Financial Accounts (FBAR), income tax, and totalization treaties; assist with real estate, partnership, corporate, fund/fund formation, and cross-border transactions such as mergers, acquisitions, and sales; advise on business operations in multiple jurisdictions (multi-state or multi-country); prepare and negotiate business agreements, including partnerships, limited liability companies, purchases and sales, liquidations, and redemptions; advise on mortgage, real estate, real estate investment trust (REIT), and other private equity and venture capital funds; help to minimize the unrelated business taxable income of tax-exempt organizations, and strategize on novel and untested transactions and new legislation such as those legalizing cannabis use, production, and sale. And, of course, we navigate clients to successful results in IRS, state, and local tax audits and other proceedings, and advise clients and help them to avoid these audits and tax proceedings in the first place.

While doing these things year after year may sound boring, our clients wouldn't have it any other way.



In 2019, we continued to get results and provide solutions for our clients, including:

- restructuring a biopharmaceutical venture capital fund and its subsidiaries for eventual liquidation in order to avoid triggering debt cancellation income, and drafting a related restructuring agreement and limited partnership agreement amendments to re-order a distribution waterfall, providing more tax-efficient distributions;
- restructuring a client's growing multi-state business to minimize taxation;
- reviewing a Chinese client's U.S. operations and proposing ways to restructure them to achieve favorable tax results;
- creating new structures that enabled a client to consummate Section 1031 like-kind exchange transactions that would not otherwise have been possible;
- continuing to represent a client in an employment tax audit; and
- continuing to help clients navigate and take advantage of 2017 U.S. tax legislation, including creating a new and novel REIT fund structure.

OUR CLIENTS HAD A REALLY GOOD YEAR®



Gilat Satellite Networks

Gilat Satellite Networks Ltd. (NASDAQ: GILT, TASE: GILT) is a leading global provider of satellite-based broadband communications. Gilat develops new, cutting-edge products and finds creative ways to take advantage of existing and emerging satellite communications technologies, placing its customers at the forefront of the dynamic satellite communications industry.

Gilat designs and manufactures ground-based satellite communications equipment and provides comprehensive solutions and end-to-end services powered by its innovative technology. Gilat's portfolio is comprised of a cloud-based satellite network platform, very small aperture terminals, amplifiers, high-speed modems, high performance on-the-move antennas, high efficiency high-power solid-state amplifiers, and block upconverters. Gilat has a large installed base, having sold over 1.5 million satellite terminals spanning approximately 90 countries and over 500 active networks.

Gilat also offers complete turnkey integrated solutions, including fully managed satellite network services solutions and services over its own networks, network planning and optimization, provision of satellite capacity, remote network operation, call center support, hub and field operations, and construction and installation of communication networks, typically on a "build, operate and transfer" contract basis.



www.gilat.com

Following the Street rules

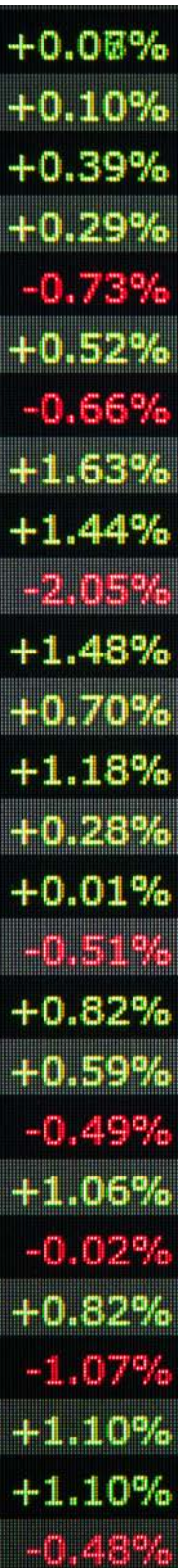
Our Financial Services Practice Group represents broker-dealers, investment advisers, hedge funds, private equity funds, and other financial institutions, focusing on the formation of and continued guidance to financial services firms. Our practice regularly involves interaction with the SEC, the Financial Industry Regulatory Authority (FINRA), the National Futures Association, and other self-regulatory organizations, exchanges, and state securities regulators.

In 2019, we advised clients on orderly separations and on the winding down of private funds and advisory and broker-dealer practices, including withdrawals from FINRA membership and termination of SEC broker-dealer and investment adviser registrations. We also advised clients on the classification, sale, and application of U.S. regulations to digital assets, including guidance on cybersecurity matters.

For our investment adviser clients, we helped establish, institute, and administer effective state, federal, and regulatory compliance programs, and counseled them on issues relating to the custody of client assets, rules relating to doing business with vulnerable adults, and transactional and succession advice, planning, and implementation. For our broker-dealer clients, Carter Ledyard continued to lead in the effort by the American Bar Association and other organizations to develop a more appropriate regulatory framework for “finders,” including helping to draft federal legislation and meeting with SEC Commissioners and staff. We also advised firms on new Treasury Department customer due diligence requirements which expanded anti-money laundering compliance responsibilities. For our hedge fund clients, we helped them with fund structuring, the marketing of fund shares and fund investments, the formation of U.S. and offshore hedge funds, and in developing strategies to comply with or exempt funds from regulations regarding solicitation, the qualification of investors, state securities laws, and commodities regulations.

As part of our continually expanding international practice, we advised many non-U.S. investment advisers, broker-dealers, and other money managers seeking to establish a presence in the United States or to manage offshore private funds with U.S. investors. We continued to advise **CreditEase Co., Ltd.**, a top asset management firm and one of the leading FinTech companies in China, and several of its subsidiaries and affiliates, on legal, regulatory, and compliance matters regarding broker-dealers, robo-advisers, wealth management advisers, and various private fund offerings. We also regularly advised clients regarding investment adviser registration of foreign firms and privacy matters, including compliance with the E.U.’s General Data Protection Regulation, as well as sanctions against Iran.

Carter Ledyard also continued to advise **World Gold Trust Services, LLC**, the sponsor of **GLD®**, the first exchange-traded fund to track a commodity, and also represented **WGC USA Asset Management Company, LLC**, the sponsor of **World Gold Trust’s GLDM**. For **The Bank of New York Mellon**, we represented it in its capacity as trustee for a number of exchange-traded products that issue and redeem shares in exchange for deposits and deliveries of various precious metals, as well as traditional unit investment trusts.



Protecting the rights of debtors and creditors

Carter Ledyard's Insolvency and Creditors' Rights Practice Group represents secured and unsecured creditors, debtors, and asset acquirors in bankruptcy cases and non-bankruptcy workouts. In addition to advising lenders, lessors, and other creditors in the enforcement of their rights, we represent indenture trustees and institutional and individual creditors' committee members.

In 2019, we represented **The Bank of New York Mellon** as indenture trustee in connection with over \$425 million in senior notes issued by Sungard Availability Services Capital, Inc., following its bankruptcy filing and subsequent confirmation of its plan of reorganization. We represented The Bank of New York Mellon as indenture trustee in connection with a \$25 million junior note issued by RAIT Funding, LLC following its bankruptcy filing. Carter Ledyard also represented The Bank of New York Mellon in a number of international and cross-border insolvency cases, including cases pending in Canada and Brazil.

Carter Ledyard acted as outside counsel to the **Attorney General of the State of West Virginia** in connection with the bankruptcy filing of Purdue Pharma, and represented a bidder for the assets of uBiome, Inc., a manufacturer of home medical testing kits, following uBiome's bankruptcy filing. Our attorneys also continued to advise a California-based lender in a workout of a mortgage loan secured by real property in the Hamptons, and defended or settled preference actions brought in bankruptcy cases in New York, Omaha, Chicago, and Delaware.



Helping build a better New York

In 2019, the Environmental and Land Use Practice Group celebrated its 25th anniversary at Carter Ledyard. The Group remains committed to the core values established in 1994—providing efficient and effective legal representation to the widest possible range of public and private sector clients. We have also added new expertise and experience to reflect the dynamic pace of construction in New York City, focusing in depth on construction issues, the hotel industry, zoning compliance, and project finance.

STATE AND LOCAL AGENCIES In 2019, we worked with **New York State Energy Research and Development Authority, Long Island Power Authority, Battery Park City Authority, and Hudson River Park Trust** on both large and small projects that make a difference in the lives of New Yorkers. Our Group continued to assist **Roosevelt Island Operating Corporation** in its work with The Hudson Companies and Related Companies in the planned construction of Building 9, the last of nine buildings to be constructed at “Southtown,” a community of apartments, retail stores, and public open space to be completed on Roosevelt Island in 2022. We advised **Empire State Development** on environmental review required for the withdrawn Amazon HQ2 Project and assisted **Lower Manhattan Development Corporation** in connection with its ongoing development of Site 5 of the World Trade Center Redevelopment Project and other Lower Manhattan projects such as the new public open space at Pier 42. We continued to advise the **Metropolitan Transportation Authority** on issues relating to real estate and transportation facilities, and the **New York City Housing Authority** on storm resiliency projects in Lower Manhattan. We also advised the **New York Power Authority** on issues related to New York’s robust commitment to renewable energy requirements, most recently restated in the 2019 Climate Leadership and Community Protection Act, which requires an 85% reduction in greenhouse gas emission by 2050.

DEVELOPERS AND PROPERTY OWNERS Carter Ledyard lawyers are involved with site development at all stages in locations around New York City. We assisted developers in their due diligence related to property purchases, development, and financing, and provided counsel on land use controls, developable capacity, and tax implications. Our advice continued to focus on the impacts of the 2017 statutory changes to Section 421-a of the New York State Real Property Tax Law (the Affordable New York Housing Program) and affordable housing generally. Our attorneys advised clients on the changes to rent stabilization from the Housing Stability and Tenant Protection Act of 2019, which have been a source of concern for both owners and developers. We continued to advise clients on the 2017 changes to the Internal Revenue Code and “Opportunity Zone” tax benefits. Finally, we advised clients on the effect of proposed changes to the New York City Zoning Resolution’s use restrictions on hotel development which remains a topic of continued interest to our clients.

In addition to providing counsel on how the law shapes development, we helped close a number of transactions for the transfer of development rights for clients selling to and purchasing additional square footage from neighbors. We helped developers obtain entitlement approvals from City agencies such as the Department of Buildings, the Landmarks Preservation Commission, the City Planning Commission, and the Board of Standards and Appeals.



As development transitions into construction, there is often a need for complex license and access agreements between neighbors to deal with access, liabilities, and repairs. In 2019, we worked on over a dozen such agreements for developers, as well as neighboring property owners seeking to protect their buildings from harm through indemnities, insurance, and project oversight.

The fast pace of construction is leading the City to increase regulatory oversight of certain kinds of projects. For example, since the end of the recession, the tourist industry has grown exponentially. The number of hotel rooms has increased from 81,000 in 2009 to 121,000 in 2019, leading New York City to develop numerous zoning controls for the hotel sector. We have advised both trade groups and developers on the impact of these new certifications and special permits on hotel development.

The fast pace of construction has also given rise to conflicts that we help our clients resolve. In 2019, we litigated on behalf of several clients in complex lawsuits related to construction damage, access needs, and real estate ownership disputes. We advised new buyers on their liability for past contamination of development sites, and we negotiated with regulators like the New York State Department of Environmental Conservation over former owners' liability for past contamination.

NONPROFIT ORGANIZATIONS Our Group worked with a wide variety of nonprofit clients in 2019, including churches, park conservancies, business improvement districts, and environmental advocacy organizations. We worked with the **Hudson Yards/Hells Kitchen Alliance** in its management of Bella Abzug Park and **Hudson Square BID** in its management of extensive streetscape improvements being undertaken with the New York City Economic

Development Corporation and the Department of Transportation. We worked with religious corporations like the **Sisters of Charity**, seeking to preserve their land through conservation easements, and churches managing landmark properties. We continued to represent the **Mamaroneck Coastal Environment Coalition** in its efforts to preserve and protect a Critical Environmental Area and open space near the Long Island Sound in the Village of Mamaroneck, and the **East 70th Street Block Association** in its efforts to reduce community impacts from the planned expansion of the Frick Collection.

ENERGY Carter Ledyard continued to work with long-time clients **New York Power Authority (NYPA)** and **Long Island Power Authority** in their efforts to upgrade electric transmission facilities. We also advised NYPA on meeting the State's ambitious renewable energy goals. We continued to work with **Algonquin Gas Transmission, LLC** in connection with upgrades to natural gas pipelines and related facilities in Westchester County. Carter Ledyard's energy work spans all aspects of project siting and environmental compliance, including environmental review and land use advice, negotiation of construction access, and assistance with landowner disputes.

WASTE In 2019, building on prior work in the waste management industry, including representing the **Natural Resource Defense Council** as amicus in the successful defense of the City's polystyrene foam ban, the firm began representing **Action Carting Environmental Group, Inc.**, a leader in the New York City commercial waste industry. Carter Ledyard helped Action provide input on local legislation to overhaul the collection of commercial waste through the creation of commercial waste zones. A revised version of that legislation was ultimately adopted by the New York City Council in October 2019.

Protecting clients' property

Carter Ledyard continued to represent private clients, government agencies, and nonprofit organizations in leasing, development, acquisition, ownership, and management of commercial and residential real estate.

Carter Ledyard advises clients on real estate investment in a wide variety of contexts. Following the enactment of the 2017 U.S. Tax Cuts and Jobs Act, clients have sought advice on investing in “Opportunity Zones” (economically distressed communities designated by the IRS and states) that provide deferred capital gains and tax-free capital gain benefits for investors. We have also advised buyers about New York State’s changes to transfer taxes on real estate transactions, which took effect in 2019 and continue to impact New York’s vital real estate sector.

In 2019, we also advised **Capalino+Company**, one of New York’s most significant government relations and consulting firms, regarding real estate, tax, and zoning implications of properties being considered by its clients.

We represented an owner in restructuring a joint venture property in midtown Manhattan and in connection with EB-5 preferred equity financing for the property.

Our attorneys continued to represent **Empire State Development** in connection with its Columbia University Manhattanville Development Project. We also represented a governmental agency in connection with a ground rent re-set dispute.

We continued our representation of **Roosevelt Island Operating Corporation** in various leasing matters, including negotiation of an amendment to an existing ground lease, and a new ground lease for the ninth apartment building in a nine-building apartment complex located on Roosevelt Island.

Carter Ledyard continued its representation of both landlords and tenants in leasing transactions in New York City and around the country. For example, we represented **Hai Di Lao Hot Pot**, a Chinese restaurant chain, in leasing high-end restaurant space in new developments in both Chicago and New York. We continued to represent the landlord of an historic office building located in the heart of Times Square with office leasing in the building and represented a foreign government in connection with numerous residential leasing matters for its diplomatic staff. Carter Ledyard also continued to represent numerous clients, both as landlords and tenants, in negotiating new or amended office leases, and subleases.

Our attorneys advised nonprofit and religious landowners seeking to protect open spaces and landmark properties through conservation easements, light and air easements, and adaptive re-use of protected historic buildings.

We grew our practice representing dozens of Manhattan co-ops and condominiums and assisted them with the most cutting-edge issues facing real estate owners, including construction access and license agreements, trust forms of ownership, compliance with rigorous new energy efficiency requirements, and sales of excess development rights.

Carter Ledyard assisted its New York State public benefit corporation clients in seeking appraisals of important state-owned real estate and complying with the Public Authorities Accountability Act, which regulates disposition of state-owned real estate.

We also continued to represent our individual clients in buying and selling high-end residential properties, ranging from brownstones to luxury apartments in Manhattan and properties in the surrounding suburbs.

Changing the face of New York

Carter Ledyard's Condemnation Practice Group continued its longstanding representation of clients in all phases of acquiring real property by eminent domain in many important projects in New York City and the metropolitan area.

HUDSON YARDS As it has done since 2004, Carter Ledyard provided ongoing advice in its role as special condemnation counsel to the **City of New York** and the **Hudson Yards Development Corporation**. In 2019, our Condemnation Group received two favorable decisions in connection with valuation trials to determine just compensation for four properties obtained by eminent domain for the creation of Phase 1 of the Hudson Boulevard & Park in Hudson Yards. In both decisions, the court awarded damages in amounts significantly closer to the City's values than the claimants' values. The trials also dealt with complex architectural and zoning issues. Carter Ledyard is assisting with the implementation of Phase 2 of the project, which will result in the creation of approximately three acres of new parkland running from West 36th to 39th Street. Mayor de Blasio has called Phase 2 "a vital investment in the well-being of residents for generations to come." The firm assisted with the public hearing that led to the City's adoption of a determination and findings authorizing the acquisition of properties for Phase 2.

WORLD TRADE CENTER Carter Ledyard continued its representation of the **Lower Manhattan Development Corporation** (LMDC) in connection with the implementation of the World Trade Center Memorial and Cultural Program, a collaborative effort involving LMDC and various federal, state, and city agencies to develop the WTC Memorial and redevelop the WTC Site and adjacent areas. In 2019, our attorneys commenced a condemnation proceeding to acquire certain property interests which, when completed, will align property ownership interests with the existing street grid, transportation and security infrastructure, and the public open space and performing arts center described in the WTC Program's General Project Plan.

COLUMBIA UNIVERSITY Carter Ledyard continued its representation of **New York State Urban Development Corporation d/b/a Empire State Development** (ESD) in connection with the Columbia University Manhattanville Development Project. We assisted ESD in its efforts to acquire subsurface fee and easement interests that are needed in connection with the continued development of the Project.

FIRE ISLAND Acting as special condemnation counsel to the **County of Suffolk**, Carter Ledyard represented the County in four valuation trials, including a joint trial involving two separate properties, in connection with claims related to the Fire Island Inlet to Moriches Inlet (FIMI) Project, a beach stabilization project undertaken by the County of Suffolk, the State of New York, and the Army Corps of Engineers to create, restore, and maintain sand dunes damaged by Superstorm Sandy along the 12.5 mile coastline of Fire Island. The trials were conducted to determine the value of the fee interest of an oceanfront home, and various easements on other properties being acquired in connection with the FIMI Project. We received decisions from a 2016 joint trial involving the acquisition of two properties, with the court awarding damages significantly less than those being sought by the landowners. Carter Ledyard also successfully obtained summary judgment dismissing claims in a federal action alleging that the County violated the Due Process, Equal Protection, and First Amendment rights of Cherry Grove property owners in connection with the FIMI Project. We also continued assisting the County regarding numerous other fee and easement interest acquisitions relating to the FIMI Project.

Helping clients protect the people, property, and causes they value

In 2019, Carter Ledyard's Trusts and Estates Department successfully navigated clients through a wide range of estate planning obstacles, while continuing to counsel individuals, families, and fiduciary clients on trust and estates tax planning and administrative matters.

ESTATE PLANNING

We drafted complex estate planning instruments for our clients, including wills, complex trusts, and prenuptial agreements that addressed the marital deduction, portability, and estate, gift, and generation-skipping transfer (GST) taxes. We helped clients with charitable objectives prepare charitable remainder trusts and make transfers to donor advised funds. We also worked with foreign counsel to craft estate plans for our international clients that minimized exposure to double taxation. In our role as trusted family advisor, we helped defuse family tensions.

TAX STRATEGIES

The 2019 federal estate, gift, and GST tax exemptions are \$11.4 million per individual. The 2019 New York estate tax exemption is \$5.4 million. With the 2020 federal election on the horizon, the future of these historically high federal exemptions remains uncertain, and we advised our clients on how to utilize favorable exemption amounts before their scheduled 2025 sunset or potential earlier repeal and on other available strategies, such as low interest loans to family members.



ESTATE AND TRUST ADMINISTRATION

We navigated fiduciaries through the administration of estates and trusts and assisted clients with handling international tax treaties, replacement of trustees, decanting proceedings, judicial accountings, and termination of both charitable and personal trusts. We also obtained successful outcomes for clients involved in fiduciary litigation in the Surrogate's Court.

CHANGES IN THE LAW

We continued to monitor and advise clients on changes in the law. New York's three-year gift clawback that increased a deceased resident's gross estate by any taxable gift made within three years of death expired for those dying on or after January 1, 2019, but legislation enacted in April 2019 extended it until December 31, 2025.

The Connecticut Uniform Trust Code (CT UTC) became effective on January 1, 2020. The CT UTC provides extensive guidance for fiduciaries of express trusts, but does not replace the Connecticut Fiduciary Powers Act. The CT UTC authorizes directed trusts and Domestic Asset Protection Trusts and permits increased trust duration from 90 to 800 years, allowing dynasty trusts to extend across multiple generations without incurring gift, estate, or GST tax.

In 2019, the U.S. Supreme Court ruled on its first state tax-related trust case in decades. In *North Carolina Department of Revenue v. The Kimberley Rice Kaestner 1992 Family Trust*, the Court unanimously held that North Carolina could not tax a New York trust solely because the trust's beneficiary was domiciled in North Carolina. The narrow ruling applied specifically to the facts of the case, but nonetheless provided guidance on due process issues arising from state taxation of trusts. The Supreme Court declined to hear a similar case out of Minnesota (*Fielding v. Commissioner of Revenue*) also addressing minimum contacts between trust income and the state.

The Tee & Charles Addams Foundation

The Tee & Charles Addams Foundation is a private, not-for-profit organization dedicated to advancing and celebrating the artistic achievement and works of *Addams Family* cartoonist Charles Samuels Addams (1912-1988). Founded by his widow, Tee Addams, in 1999, the Foundation shares, interprets, and highlights the artistic achievement of Charles Addams through exhibitions and programs developed from his artistic works. The Foundation's collections include his published and unpublished cartoons, drawings, and paintings, as well as works by his colleagues. The collections also include an archive of books, correspondence, photographs, and other biographical materials related to the life and times of Addams.

The Foundation is headquartered in Sagaponack, New York, on the couple's property and nature sanctuary affectionately referred to as *The Swamp*. The estate houses the Foundation's administrative offices, as well as Addams's last art studio. The Foundation continues to produce publications, exhibitions, and educational programs relating to various aspects of the life and art of Addams. It is open to the public by appointment from June through October, and hosts special events on the property.

www.charlesaddams.com



©1954 Charles Addams
with permission
Tee & Charles Addams
Foundation

Enabling clients to carry out their good work

Carter Ledyard represents a wide variety of tax-exempt clients, including public charities, private foundations, business leagues, social welfare organizations, religious organizations, and cemeteries, at all stages of the corporate life cycle and with virtually every aspect of their operations.

FORMATION AND TAX-EXEMPT STATUS We helped new nonprofits to incorporate and seek federal tax-exempt status, enabling them to address a wide range of social issues, including the **Lawyers Depression Project**, an organization dedicated to breaking the stigma around mental health issues and providing peer support; an organization with a mission of environmental education about and preservation of a cloud forest in Mexico; a network of family foundations which will make grants for charitable purposes; and an artist-established foundation which will educate the public about visual art and support individuals and institutions promoting visual artists.

GENERAL CORPORATE We continued to advise on a range of corporate matters, including preparing contracts with vendors, intellectual property matters, and employment issues. We assisted a local school's charitable foundation in abating a tax penalty, advised organizations on real estate tax exemption rules and related issues, and helped clients structure international grant-making programs which comply with U.S. law.

GOVERNANCE We worked with our client **The Japan Society** to review their governance policies and practices to ensure compliance with law and best practices. We updated bylaws, certificates of incorporation, and conflict of interest and other policies for several clients. We revised a large membership organization's policies and procedures for receiving and acting on harassment or other complaints about members, staff, and other personnel. We continued to assist clients with internal disputes and power struggles among board members, and, in one instance, we helped a founding director regain control over the organization from another faction of directors. We advised the **Tee & Charles Addams Foundation**—the operating foundation dedicated to supporting the work of *Addams Family* cartoonist Charles Addams—on a range of governance issues particular to charitable trusts.

RELATED FOR-PROFITS More of our for-profit clients come to us with questions about nonprofits, and vice versa, as relationships between for-profits and nonprofits become more complex. For example, we advised a for-profit company negotiating a purchase agreement for property owned by a nonprofit healthcare organization. In a lawsuit between the managers of a for-profit corporation over the governance of their related nonprofit, we helped our client demonstrate that claims by the plaintiff about nonprofit law were inaccurate. In another lawsuit by a national nonprofit against a for-profit vendor which it had hired, we helped the vendor demonstrate that it had complied with applicable nonprofit laws.

OUR CLIENTS HAD A REALLY GOOD YEAR®



Radio Drama Network

Radio Drama Network (RDN) is a private foundation established by prolific radio drama producer Himan Brown. RDN works to cultivate appreciation of radio drama and the spoken word, primarily by creating or distributing radio dramas and supporting art forms such as plays, poetry slams, and podcasts.

RDN recently secured rights to and distributed the groundbreaking documentary film *Don't Be Nice*, which follows the Bowery Slam Poetry team—made up of five young African-American, Afro-Hispanic and LGBTQ poets—as they prepare for the national slam poetry championships. The L.A. Times described the film as “a finely observed documentary about a national slam poetry competition that rises above its traditional format to find the personal profundity in the art form.”

www.radiodramanetwork.org

Member of the Bowery
Slam Poetry Team from the
documentary film *Don't Be Nice*
©Radio Drama Network 2018

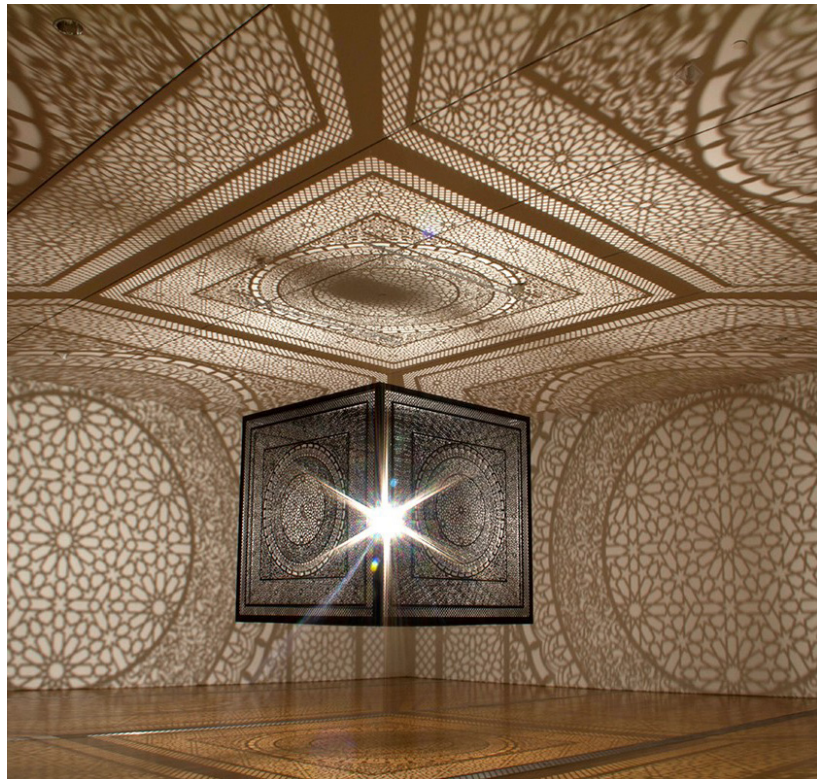
RADIO
DRAMA
NETWORK

Authentic representation

Whether representing artists, owners, collectors, or dealers, Carter Ledyard is adept at navigating the complexities of art-related transactions and disputes.

In 2019, Carter Ledyard continued to provide a wide range of services to high-profile clients in the art field.

- We helped interdisciplinary artist **Anila Quayyum Agha** enforce her rights as an artist under the New York Arts and Cultural Affairs Law to recover artwork from a gallery that failed to return the unsold portion of her consigned works at the conclusion of the gallery's representation.
- We obtained a decision, affirmed on appeal, that confirmed the enforceability of a severance agreement between the artist-established **Reversible Destiny Foundation** and a former employee and director.
- Carter Ledyard represented the **Estate of Madeline Gins** in a dispute in New York County Surrogate's Court over ownership of an iconic work of art.
- Our attorneys represented the estate of an art dealer in a dispute under New Jersey law concerning the disposition of his art collection.
- Carter Ledyard counseled an online catalogue raisonné project in developing agreements with collectors and developing procedures and governance to protect experts from liability and ensure conformity with best practices.
- We assisted an art dealer in a dispute over damage to a sculpture and a resulting claim against insurers by the consignor.
- We assisted a New York cultural organization in developing contracts with curators, exhibit organizers, and lenders of art, architectural, and scholarly materials for an exhibit.
- We advised numerous collectors in negotiating auction consignment agreements, sale agreements, and loan agreements with museums to provide the appropriate standard of care and to ensure the presence of remedies for any loss or damage to the artwork.



Intersections, by Anila Quayyum Agha, 2013, Steel & Light bulb, 6.5' Cube
© 2013 Anila Quayyum Agha. Photographed by Debra Jenkins at GRAM (Grand Rapids Art Museum) in 2014 during Artprize.

Carter Ledyard helps the community



BRONX WILLS PROJECT

For more than 20 years, Carter Ledyard has worked with Legal Services NYC-Bronx to help elderly, low-income Bronx residents with testamentary planning and will preparation, living wills, health care proxies, and powers of attorney. Our Bronx Wills Project has received special recognition from the New York State Bar Association. **Preston Demouchet**, **Caroline Fischer**, and **Josephine Yoon** traveled every month to Legal Services NYC's Bronx office to advise clients.



Carter Ledyard continued its work with Her Justice, a nonprofit organization providing free legal services to women and their families in domestic violence matters. **Guy Ben-Ami**, **Sarah Ganley**, **Anup Khatri**, **Brielle Kilmartin**, **Alexander Malyshev**, **Karen Meara**, **Leonardo Trivigno**, **Judith Wallace**, **Iliza Weitzer**, **Madelyn White**, and **Josephine Yoon**, and staff members **Bill Borenstein** and **Marina Cerda**, helped with Non-Immigrant U-Visa Petitions.



IMMIGRATION EQUALITY

Carter Ledyard worked with Immigration Equality, a nonprofit organization providing free legal services to LGBTQ and HIV-positive undocumented immigrants. **Guy Ben-Ami**, **Aaron Cahn**, **Brielle Kilmartin**, and **Rocco Sainato**, and staff members **Bill Borenstein** and **Marina Cerda**, assisted clients who face persecution in their home countries.



CONSUMER BANKRUPTCY PROJECT

Through the Consumer Bankruptcy Project of the City Bar Justice Center, **Aaron Cahn** and **Leonardo Trivigno** advised unrepresented debtors in existing bankruptcy cases where the presiding judge believed that counsel was needed.



SAFE PASSAGE

In September 2019, Carter Ledyard began supporting the work of Safe Passage Inc., a nonprofit that works to provide pro bono legal representation to unaccompanied minors facing immigration and removal proceedings in U.S. Immigration Court. **Christopher Rizzo** provided pro bono services as one of Safe Passage's attorneys.



CONRAD FOUNDATION

CONRAD FOUNDATION

For over six years, Carter Ledyard has been a sponsor of the Conrad Foundation, a nonprofit educational foundation that conducts the Conrad Challenge, an annual, virtual, multi-phase innovation and entrepreneurial competition that encourages young adults, ages 13-18, to form teams of 2-5 students from around the world to create products and services that address some of the most pressing global challenges. **John Griem, Jr.** provided pro bono legal advice to the Foundation and to participating students to help them protect their inventions under intellectual property laws.

Our attorneys value the importance of the law in our society and work hard to strengthen it



TEACHING

Preston Demouchet taught a course on estate administration at St. John's Law School. **Steven Glusband** is an adjunct professor at the Lubin School of Business at Pace University, where he teaches securities and business law. **Steven Kass** is an adjunct professor at Brooklyn Law School and NYU's Center for Global Affairs. **Patricia Matzke** taught a course on taxation of employee benefits at the Lubin School of Business at Pace University. **Steven McSloy** is a Lecturer on Law at Columbia Law School and advises the Native American Law Students Association there; he also teaches regularly at the California Tribal College.

BAR ASSOCIATIONS

James Gadsden served as Chair of the Subcommittee of the New York City Bar's Committee on Commercial and Uniform State Laws, which, with the Committee on Bankruptcy and Corporate Reorganization, led the City Bar's efforts urging enactment of legislation adopting the Uniform Voidable Transactions Act in New York. Jim was the principal draftsman of the City Bar's report approving the legislation, which was enacted and signed by the Governor in 2019. **Steven Kass** is Chair of the Task Force on Climate Adaptation of the City Bar and is Chair of the City Bar Task Force on the Rule of Law. **Alan Lewis** serves as a Director and the Treasurer of the New York State Association of Criminal Defense Lawyers. **Michael Shapiro** is Secretary of the City Bar Task Force on the Rule of Law. **Jeremy Steckel** serves as Secretary of the Non-Profit Organizations Committee of the City Bar.

MENTORING STUDENTS

Guy Ben-Ami, Jeffrey Boxer, Matthew Dunn, Gerald Griffin, Anup Khatri, Brielle Kilmartin, Alexander Malyshev, Jacob Nemon, Leonardo Trivigno, Judith Wallace, and Iliza Weitzer were volunteer coaches for students at William Cullen Bryant High School in the 2019 New York State High School Mock Trial Program. In 2020, our lawyers are coaching students from Fiorello H. LaGuardia High School of Music & Art and Performing Arts.

Michael Bauscher serves as a Trustee on the Bedford Central School District Board of Education and coaches youth baseball and soccer. **G. Michael Bellinger** serves as the Commissioner of the Essex County Environmental Commission in New Jersey and is also the pro bono General Counsel of the Brookdale Park Conservancy in Montclair, New Jersey. **Charles Berry** serves on a pro bono basis as a referee in confidential attorney disciplinary proceedings, appointed by the Appellate Division, First Department, is a Trustee and former Board Chairman of the New York Society Library, a Trustee of the Seward Johnson Atelier, and Governor and former President of the River Club of New York. **Aaron Cahn** serves on the Board of Concert Artists Guild. **Athena Carlo-Mercado** volunteers at Waves of Hope disaster relief organization (through St. Mary of the Isle Church in Long Beach, New York), which assisted victims of Hurricane Harvey. **Clifford Case** serves on the Board of Directors of the NAACP Legal Defense and Educational Fund, Inc. **Preston Demouchet** is a Board member of Bio Bus, Inc., a nonprofit organization headquartered in New York City. **Rosemarie Deptula** is a Lector and Eucharistic Minister at Queen of Angels Roman Catholic Church. **Denise Dixon** is the Camp Director and Treasurer of the Donald Van Blake Tennis & Education Foundation in Plainfield, New Jersey. **Alison Dreizen** is a pro bono counsel to the American Historical Association and the Greater New York Al-Anon Family Group and a member of the President's Counsel of Cornell Women. **John Driscoll** is Vice President and a member of the Board of Directors of the Turkish American Chamber of Commerce and Industry. **Matthew Dunn** serves on the Board of the New York chapter of the Irish International Business Network, and coaches youth hockey and baseball in Westfield, New Jersey. **James Gadsden** is a member of the choir at St. James Episcopal Church and a volunteer mediator at the U.S. District Court, Southern District of New York. **David Gayle** volunteers at the Mt. Sinai United Christian Church's Meals on Wheels and Toy Drive programs. **Steven Glusband** serves as the President of the Roxbury Run Village Association and is an adjunct professor at Pace University's Lubin School of Business. **John Griem, Jr.** serves as the President of the Board of Directors of the Conrad Foundation and on the Session of the First Presbyterian Church in New York City. **Mary Joan Hoene** provides pro bono legal services to the Friends of Newport Preservation. **Macculloch Irving** serves on the Board of the Blanton-Peale Institute. **David Karabell** serves on the Advisory Board for the College of Liberal Arts at Temple University; is a director, Vice President, and counsel for Friends of the Upper East Side Historic Districts; is on the Audit Committee of The University Club; and is a volunteer tour guide for the Central Park Conservancy.

Stephen Kass serves as a director of the National Center for Law and Economic Justice; is an emeritus director of Human Rights Watch; is Chair of the Task Force on Climate Adaptation of the City Bar Association; is Chair of the City Bar Task Force on the Rule of Law; is Co-Chair of the Refugee Resettlement Task Force of Congregation Emanu-El of Westchester; is a member of the Board of Directors of Women Strong International; is a member of the Advisory Committee of the Dignity Rights Project; and is an adjunct professor at Brooklyn Law School and NYU's Center for Global Affairs. **Alan Lewis** serves on the Board of Directors and is the Treasurer of the New York State Association of Criminal Defense Lawyers (NYSACDL), serves on the Board of Directors and is the Treasurer of the NYSACDL Foundation, and is a member of the Village of Scarsdale Citizen Nominating Committee. **Jeanine McPartlin** sings with the choir at St. Luke's Episcopal Church. **Steven Paul McSloy** is a Lecturer on Law and advises the Native American Law Students Association at Columbia Law School. **Daniel McSwiggan** serves on the Board of Big Brothers Big Sisters of New York City. **Karen Meara** is a Board member of the New York City chapter of the New York League of Conservation Voters. **Dawn O'Connell** serves as the Chairperson for Citizens 4 Canines in Ozone Park and is the organizer for Long Island Co-Ed Soccer. **Paul Proulx** is a founding Board member of the Financial District Neighborhood Association. **Christopher Rizzo** served as member of the land use and endowment committees of Christ Church Riverdale, Board member of the Riverdale Main Streets Alliance Inc., and counsel to Safe Passage Project Inc. **Karen Schiele** is on the Board of Deutsche Sprachschule New York (German School New York at UNIS). **Michael Shapiro** is a Board member of the NYSACDL Foundation, a Board member of the County Tennis Club of Westchester, and Secretary of the City Bar Task Force on the Rule of Law. **Ronald Spencer** serves as Chairman of the Fund for Park Avenue. **Tanisha VonWolffolk** serves as Worthy Matron (President) of Daughters of Zion Order of Eastern Star and is a Trustee of New Life Deliverance Church. **Theodore Wagner** is a member of the Vestry of All Saints Episcopal Church in Glen Rock, New Jersey. **June Chotoo** and **Patricia Theobalds** coordinated the firm's contributions to New York Cares Coat Drive. **June Chotoo**, **Jane Elberg**, **Sarah Ganley** and **Nilima Singh** coordinated the firm's contributions to the Marine Toys for Tots Program. **G. Michael Bellinger**, **Gwen Brown**, **Marina Cerda**, **June Chotoo**, **H. Thomas Davis, Jr.**, **Marsha Dunn**, **Barbara Flaws**, **Deanna Ganiev**, **Gino Herard**, **Marylou Keddy**, **Susan Mackey**, **Jack Meininger**, **Rocco Sainato**, **Nilima Singh**, and **Patricia Theobalds** volunteered their services at the Food Bank For New York City's community kitchen and pantry during the 2019 Justice Served Campaign and throughout the year.



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