

/ 2020 /

# Year In Review

CARTER / LEDYARD







Dear Clients and Friends,

In this historic year of challenges, controversies, and COVID-19, Carter Ledyard is proud to have helped its many clients see their way through obstacles and on to new opportunities.

Our litigators persevered through court closures and travel restrictions to argue and win major victories, and our corporate lawyers helped numerous clients obtain much-needed financing under the CARES Act. Data security concerns and a complicated and changing employment landscape kept our lawyers engaged throughout the year, and our trusts and estates, tax, and tax-exempt organizations attorneys helped families, foundations, and companies adjust to the new normal and prepare for the future. Our signature First Amendment practice defended reputations, our White Collar practice defended people, and our Art Law attorneys defended artists' legacies.

The enormous changes in the real estate industry had many clients seeking our advice and counsel, and we continued to help our governmental clients prepare for rising seas and infrastructure needs through eminent domain actions. Our corporate lawyers assisted U.S. and foreign companies in merging, restructuring, and issuing stocks and bonds, and we represented business clients in Canada, China, Turkey, Israel, the United Kingdom, Australia, Japan and on Native American reservations. Mindful of the increasing calls for all to do more to serve and ensure justice, Carter Ledyard attorneys throughout the year devoted their time pro bono to representing the less fortunate and strengthening our civic institutions.

As we all look forward to a safer yet irrevocably changed future, Carter Ledyard will always be there with, and for, our clients.

Sincerely, and stay safe,



Carter Ledyard & Milburn LLP

## TABLE OF CONTENTS

|  |    |
|--|----|
| TAX-EXEMPT ORGANIZATIONS .....                           | 2  |
| ART LAW .....  | 6  |
| TRUSTS AND ESTATES .....                                 | 8  |
| LITIGATION AND DISPUTES .....                            | 10 |
| FIRST AMENDMENT AND MEDIA LAW .....                      | 14 |
| WHITE COLLAR .....                                       | 15 |
| EMPLOYMENT, COMPENSATION, AND BENEFITS .....             | 16 |
| INTELLECTUAL PROPERTY .....                              | 17 |
| CANNABIS, HEMP, AND CBD .....                            | 18 |
| CYBERSECURITY AND DATA PRIVACY .....                     | 19 |
| CORPORATE AND FINANCE .....                              | 21 |
| GATEWAY TO AMERICA® .....                                | 23 |
| Canada, United Kingdom, Australia, Turkey, Israel, China |    |
| TAX .....  | 30 |
| FINANCIAL SERVICES .....                                 | 31 |
| ENVIRONMENTAL AND LAND USE .....                         | 32 |
| REAL ESTATE .....  | 35 |
| CONDEMNATION .....                                       | 36 |
| INSOLVENCY AND CREDITORS' RIGHTS .....                   | 37 |
| PRO BONO AND .....                                       | 38 |
| PROFESSIONAL ACTIVITIES                                  |    |
| CIVIC PRIORITIES .....                                   | 40 |

## CLIENT HIGHLIGHTS

|                              |    |
|------------------------------|----|
| GLOBAL CITIZEN .....         | 3  |
| SAFE HANDS KENYA .....       | 5  |
| THE MODIGLIANI PROJECT ..... | 7  |
| RADA .....                   | 29 |

# Helping our clients meet the moment

/// Carter Ledyard represents a wide variety of tax-exempt clients, including public charities, private foundations, trade associations, social welfare organizations, and religious organizations, at all stages of their corporate life cycle and with virtually every aspect of their operations. During this challenging time, our clients ramped up efforts to bring desperately needed relief to communities impacted by COVID-19 in the U.S. and abroad, while shoring up their finances to weather difficult economic conditions. ///

## COVID-19 AND FINANCIAL DOWNTURN

In this unprecedented year, our clients served as critical lifelines to the communities they serve. We advised our clients with respect to Paycheck Protection Program (PPP) loans, enabling them to keep their workers on payroll, and, as clients contemplated phased returns to in-person work, we guided them through the legal considerations. We helped a cash-strapped organization keep the lights on by providing legal opinions in connection with loan forbearance agreements. For a pre-school, and for an organization that brought musicians together in person to record an online music festival, we helped management conduct programs in compliance with safety guidelines, and prepared COVID-19 liability waivers for participants to sign. We also helped a pre-K through 12 private school address liability and regulatory compliance issues in contemplation of a strategic alliance with another school, and we worked with a Manhattan religious school to extend its New York Board of Regents charter in anticipation of a proposed expansion.

## NEW NONPROFITS

We helped new nonprofits incorporate and obtain 501(c) tax-exempt status, including **Skeptical Science**, a public charity that publishes a website and develops tools to debunk the arguments of global warming skeptics; another public charity that provides workshops to teens in underserved

communities who do not have access to art classes in school; a “friends of” organization that raises funds in the U.S. to support a foreign charity protecting threatened ecosystems in Mexico; **Global Peer Financing Association**, a 501(c)(6) trade association for member companies engaged in peer-to-peer securities financing activities; and a private foundation founded by a financial services company to make grants to promote diversity, equity, and inclusion, and to engage employees in related mentoring and other volunteer opportunities.

## INNOVATIVE PHILANTHROPY AND FISCAL SPONSORSHIP

Our clients continue to innovate and push the boundaries of traditional philanthropy. For a private foundation seeking to diversify its investments during the financial downturn, we negotiated debt and equity investments in a startup film studio committed to training and employing local talent. We negotiated fiscal sponsorship and grant agreements for a coalition of international public, private, and nonprofit organizations seeking to shift the construction industry away from environmentally harmful materials towards sustainably-sourced timber, as well as for a nonprofit client promoting sustainability in the global textile industry. We provided assistance to “friends of” clients, who continued to raise tax-deductible donations in the U.S. for affiliated charitable organizations abroad, as well as foreign



A photograph of two young children in a slum setting. The child in the foreground is a young boy with a serious expression, wearing a light-colored zip-up hoodie with a 'TIMBERLAND' logo on the pocket and light-colored pants. He is standing on a dirt path. Behind him, a young girl is smiling, wearing a pink knitted sweater. The background shows a weathered wall and a doorway. The image is overlaid with a large blue diagonal graphic on the right side.

## GLOBAL CITIZEN

Global Citizen is a New York-based nonprofit dedicated to engaging citizens to use their collective voice to end extreme poverty by 2030. The organization uses a mix of content and events, grassroots organizing, and its action platform to educate people about the systemic causes of extreme poverty and to enable individuals to take action on those issues as part of a global community committed to lasting change. Global Citizen (formally known as Global Poverty Project Inc.) works in partnership with NGOs and corporate sponsors to promote innovative action that has an enduring impact.

Since 2012, Global Citizen has hosted the annual Global Citizen Festival, a music festival which brings together world-famous musicians in support of the organization's mission. In 2020, faced with the COVID-19 pandemic, Global Citizen hosted *Together At Home*, a global broadcast and digital special to support frontline workers and the World Health Organization COVID-19 Solidarity Response Fund, and *Global Goal: Unite for Our Future*, a live, online streaming campaign, concert, and summit calling on citizens to tackle global injustices.

[www.globalcitizen.org/en](http://www.globalcitizen.org/en)



organizations negotiating contracts with other “friends of” organizations that provided appropriate trademark and other protections. We also helped a private foundation client switch from a traditional investment manager to one specializing in impact investing.

### GOVERNANCE, RESTRUCTURING, AND DISPUTE RESOLUTION

Our clients used their governance challenges as opportunities to grow and learn. For a major national charity, we conducted an internal investigation to analyze its governance and related decision-making processes around hiring and onboarding into key leadership positions and issued a report recommending procedures to improve those processes. We assisted a number of clients,

including **Sponsors for Educational Opportunity** (an organization providing educational and career support to young people from underserved communities) and the **Junior League of the City of New York** with ongoing governance and corporate matters. We also assisted members of **The Explorer’s Club** in analyzing and marshaling opposition to a proposed contract with the Discovery Channel that threatened the Club’s mission and assets. For a charitable trust with questions about governance issues concerning its grant-making programs, we provided a legal framework and drafted policies to optimize decision-making. We also advised a youth services charity seeking to better align the skills and composition of its board with the populations it serves regarding its options for spinning off a major program to an affiliated entity.



### NEW COUNSEL Jeremy S. Steckel

Jeremy Steckel is a member of the Tax-Exempt Organizations practice, representing public charities, private foundations, advocacy organizations, trade associations, business leagues, and other tax-exempt organizations on corporate, compliance, and governance matters. His public charity clients conduct or support scientific and medical research, public health, education, arts and culture, sustainable agriculture, environmental protection, international relief efforts, and religious activities; his private foundation clients fund similar activities by making grants and program-related and other impact investments in the U.S. and abroad; and his operating foundation clients include artist-established foundations educating the public about the works of a particular artist or school of artists.

Jeremy guides new nonprofits through the process of formation and applying to the IRS for federal tax-exempt status, and he advises existing nonprofits on corporate governance, board fiduciary duties, internal investigations, charitable giving, fiscal sponsorship, impact investing, joint ventures, relationships with other nonprofit and for-profit entities, commercial contracts, cybersecurity, mergers, asset sales, and dissolutions.



## DALBERG CATALYST AND "SAFE HANDS KENYA"

Dalberg Catalyst is a nonprofit that generates and brings to life multi-stakeholder initiatives to address some of today's most pressing social and environmental challenges. In 2020, Dalberg Catalyst served as a founding coalition member and fiscal sponsor of the "Safe Hands Kenya" alliance, which was honored in Fast Company's® 2020 Innovation by Design Awards for creative work at the intersection of design, business, and innovation.

When COVID-19 hit Africa in March 2020, it was unclear whether the continent's public health systems would be swiftly overwhelmed by a rapid rise in cases, particularly in densely populated urban areas with poor access to water and sanitation, where social distancing would be impossible to enforce. It was clear that lockdowns would have a devastating economic impact on the continent, with governments unable to finance the social safety net programs required to ensure people could afford not to go out to work.

Safe Hands Kenya was established as a mission-driven alliance of Kenyan companies and community-based organizations to deploy free soap, hand-washing stations and masks to the most vulnerable Kenyans, and to disinfect public spaces in low-income communities, as a first line of defense against COVID-19. The alliance also designed and launched a high-profile behavior change campaign – Tiba Ni Sisi (Kiswahili for "We Are The Cure") – to motivate people to adopt and use the products and services effectively and to create public health benefits that will pay dividends long after COVID-19.

[www.dalberg.com/dalberg-catalyst](http://www.dalberg.com/dalberg-catalyst)

# Authentic representation

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

In 2020, Carter Ledyard successfully worked domestically and internationally to protect artists from infringing works, an increasing concern of U.S. artists. For example, when an artist learned that a copycat of one of her sculptures had been installed in Shanghai, China, we engaged local counsel, and through a coordinated effort in the U.S. and China, secured the takedown of the infringing artwork and marketing materials on social media for numerous entities associated with the project.



Misappropriated artwork can take decades to resurface. After an artist-established foundation and Carter Ledyard client learned that an artwork spirited away in 2007 was being offered for sale, our client objected to the sale. In response, the party in possession sued the foundation and its director for, among other things, allegedly interfering with the sale. We obtained a dismissal of all claims against the foundation and its director, and obtained a decision allowing the foundation to pursue its ownership claim in New York State Supreme Court.

After a former employee of an artist-established foundation breached a severance agreement by assisting in litigation against the foundation, we obtained a judgment ordering the former employee to return the severance payment and to pay attorney fees incurred by the foundation in defending the lawsuit.

We also represented clients in probate litigation concerning art collections included in estates, assisted artists in recovering art consigned to galleries, advised on licensing visual art, and represented collectors and institutions regarding agreements for public and private sales in the U.S. and around the world.



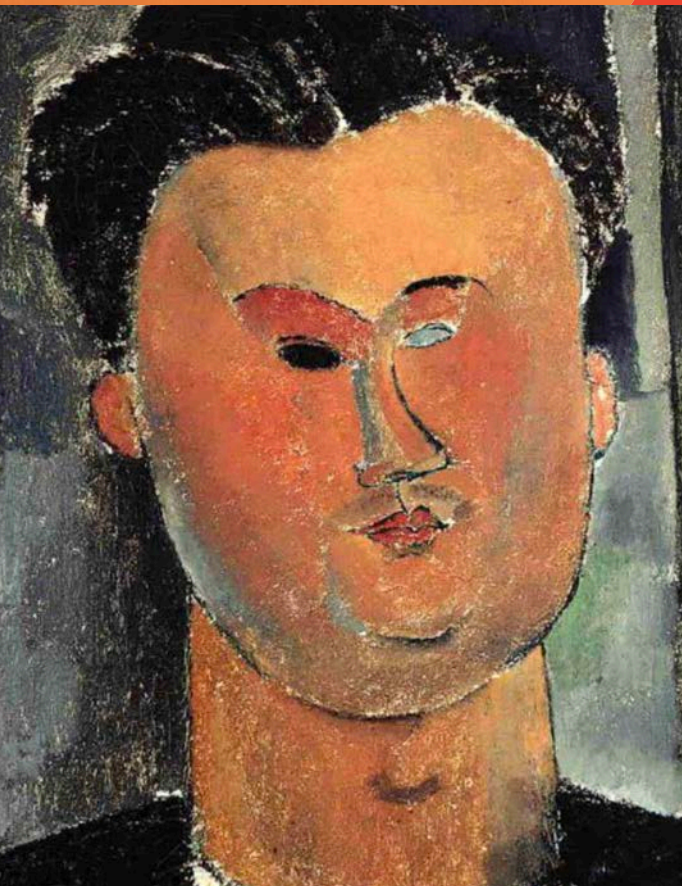
# THE MODIGLIANI PROJECT



The Modigliani Project is a private, not-for-profit organization dedicated to promoting research and scholarship on the artist Amedeo Modigliani (1884-1920). Founded in 2013 by Kenneth Wayne, Ph.D., an art historian and curator who has studied Modigliani for over 30 years, The Modigliani Project's main activities include compiling comprehensive data on Modigliani artwork, exhibits, biographical information, and auction records, and launching a catalogue raisonné of the artist with a focus on identifying hitherto unacknowledged works.

The Modigliani Project is headquartered in New York City. Its first catalogue raisonné committee meeting took place in 2019, and the Project has thus far added six works to the recognized oeuvre of Modigliani's work, including the two shown here. The catalogue is initially being published on-line on the Project's web site.

You can read more about the Project and the newly-acknowledged works pictured here at <https://modiglianiproject.org>



Top - Amedeo Modigliani, *Portrait of a Woman* (1919).  
Oil on millboard, 26 x 20 in.

Bottom - Amedeo Modigliani, *Portrait of Pierre Reverdy* (1916).  
Oil on canvas, 16 x 13.4 in.



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

/// In 2020, 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. ///

Like everyone else, Carter Ledyard's Trusts and Estates Department attorneys faced challenges in 2020 in advising clients in an environment where personal face-to-face meetings were not possible, or at least rare. But we mastered the art of Zoom meetings, developed strategies to address possible tax law changes, learned new techniques, such as remote notarizations and witnessing, and in other ways successfully provided stability and steadfast guidance to clients in this unprecedented pandemic year.

## ESTATE PLANNING

We helped clients and their extended families address anxiety, uncertainty, and mortality as the COVID-19 pandemic unfolded this spring. We crafted plans for our clients to manage new issues in their lives and drafted precise documents to implement

those plans in the form of wills, complex trusts, intra-family agreements, pre- and post-nuptial agreements, and financial and healthcare powers of attorney.

## ESTATE AND TRUST ADMINISTRATION

We guided fiduciaries through the administration of estates and trusts against the background of court and administrative agency closings that accompanied the pandemic. Through it all, we continued to advise executors with estates involving multiple domestic and international jurisdictions and international tax treaties, and assisted clients with decanting proceedings, replacement of trustees, judicial accountings, and termination of both charitable and personal trusts. We also obtained victories for our clients involved in fiduciary litigation in the Surrogate's Court.



## NEW COUNSEL Preston C. Demouchet

Preston C. Demouchet is a member of the Trusts & Estates Department focusing his practice on tax, estate planning, and the administration of estates and trusts. He advises high-net-worth individuals and families by designing complex estate plans tailored to achieve each client's wealth preservation and transfer goals. In assisting clients, Preston utilizes a tax-efficient approach that addresses business succession needs, charitable goals, and inter-generational planning. His clients include entrepreneurs, owners of closely-held businesses, and sports and media executives. Preston also counsels corporate fiduciaries in all aspects of estate and trust administration.

Prior to joining Carter Ledyard, Preston worked as a Series 7 and Series 66 financial advisor at The Ayco Company LP, a Goldman Sachs Company, where he provided tax and estate planning advice to Fortune 500 executives.



## TAX STRATEGIES

As of this writing, whether the results of the 2020 election will have a significant impact in the estate planning field remains to be seen. But there is potential for increased tax rates, reduced exemption amounts, elimination of the automatic step-up in basis, and the elimination of long-term grantor retained annuity trusts. While we helped our clients plan in anticipation of possible legislative changes in 2021, we also planned under current law. We helped our clients take advantage of historically low interest rates, diminished asset values, and record high federal gift, estate and generation-skipping transfer (GST) tax exemption amounts to protect and transfer wealth to the lower generations. Popular techniques included intra-family loans, outright gifts, grantor retained annuity trusts, and sales to intentionally defective grantor trusts.

The 2020 federal estate, gift, and GST tax exemptions are \$11.58 million per individual, and the New York estate tax exemption is \$5.85 million. These exemption amounts are scheduled to be essentially cut in half in 2026 under existing law, but published IRS regulations confirm that gifts in excess of any decreased exemption amount made before the exemption amount is decreased will not be subject to tax. As a result, we helped our clients maximize the use of their exemptions to “use it or lose it” before the scheduled 2026 sunset or reduction through prior legislation.

## CHANGES IN THE LAW

Two pieces of legislation affected planning for retirement plan distributions, and we advised clients on their effects.

The SECURE (Setting Every Community Up for Retirement Enhancement) Act passed in late December 2019, raised the required minimum plan distribution age from 70.5 to 72 and eliminated the “stretch” distribution strategy allowing beneficiaries of inherited IRAs to spread distributions over a beneficiary’s lifetime. Under the new rules, distributions from inherited IRAs and 401(k)s are now required to be taken within 10 years of the death of the original account holder, with exceptions for surviving spouses, minor children, disabled beneficiaries, and beneficiaries fewer than 10 years younger than the decedent.

In March 2020 near the start of the pandemic, the CARES (Coronavirus Aid, Relief, and Economic Security) Act, was enacted as a disaster relief package aimed at mitigating the economic impact of COVID-19. The Act suspended the minimum plan distribution rules that would otherwise be required for 2020 and exempted many early plan distributions from the additional 10% tax that would normally apply.





# 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 obtained summary judgment on behalf of the **Presbytery of New York City** preventing a local congregation from leaving the denomination without turning over property held in trust for the national denomination Presbyterian Church (USA) (PCUSA). In granting the motion, the court agreed with Carter Ledyard that the secular provisions of the denominational constitution established an express trust in favor of PCUSA. The court further found that the local congregation was bound by PCUSA's constitution because it incorporated under Article 69 of New York Religious Corporations Law and conducted itself as a member of the PCUSA denomination for over fifty years.

We successfully moved to dismiss all claims against two Carter Ledyard clients for, among other things, conversion, fraudulent conveyance and unjust enrichment. Our clients made a deposit for the purchase of commercial real estate into the seller's attorney's attorney trust (IOLA) account and, after the transaction failed to close, were refunded the deposit. Unbeknownst to Carter Ledyard's clients, the seller's attorney had stolen attorney IOLA funds previously deposited by a prior potential purchaser of the same property, and the prior potential purchaser sued Carter Ledyard's clients seeking a return of its deposit. The court dismissed the conversion and fraudulent conveyance claims against our clients and found that the complaint failed to state a claim for fraud or unjust enrichment.





On behalf of **42 West 18th Street Realty Corp.**, we obtained summary judgment dismissing a neighboring condominium's claim for a right-of-way through our client's vacant lot. The lot had been approved by the Landmarks Preservation Commission and City Planning for development into a 17-story condominium, but construction was delayed due to the plaintiff's filing of a *lis pendens*. In granting summary judgment, the court found no evidence that either the plaintiff or its predecessors had used the lot in a manner that was hostile to our client's rights for the applicable time period. The court found that Carter Ledyard's pre-litigation letter granting the plaintiff permission to use the lot until the beginning of construction, together with the fact that the general public used the lot as a shortcut between city streets, operated to defeat any claims plaintiff may have otherwise had. In addition to dismissing the lawsuit, the court cancelled the *lis pendens* and granted attorneys' fees and costs to our client.

Carter Ledyard represented an Irish eCommerce company in a dispute with a U.S. company relating to breaches of a services agreement, which resulted in a favorable settlement for the client.

#### APPELLATE ADVOCACY

Carter Ledyard obtained a unanimous affirmance from the Appellate Division, First Department of the decision of the New York Surrogate's Court holding that our client **Radio Drama Network** can pursue claims against the estate lawyer for legendary radio pioneer Himan Brown for fraud, fraudulent concealment, undue influence, and unjust enrichment. In doing so, the Appellate Division decided an issue that had not been addressed previously by any New York appeals court -- the question of when a claim based on a challenge to a revocable trust accrues. Adopting the arguments advanced by Carter Ledyard, the court unanimously held that the six-year statute of limitations for fraud and undue influence claims begins to run upon the death of the grantor. This unanimous decision from the court allows Radio Drama Network to continue with its challenge to the attorney's changes to the estate plan of Himan Brown that diverted a \$100 million bequest from Radio Drama Network to a charity controlled by the attorney who earned millions of dollars in enhanced commissions.

Carter Ledyard represented a shareholder and former general counsel of a public company in his appeal of an order approving the settlement of a shareholders' derivative suit. In that landmark 2010 Second Circuit case, Carter Ledyard successfully argued that the settlement should be overturned on the grounds that the settlement's indemnification of the public company's former CEO from his multi-million dollar liability under Section 304 of the Sarbanes-Oxley Act (SOX 304) violated public policy. In June 2020, the Third Circuit Court of Appeals issued a precedential decision (*In re S.S. Body Armor I, Inc.*, 961 F.3d 216 (3d Cir. 2020)) finding that Carter Ledyard's successful appeal greatly improved the underlying settlement by preserving the highly valuable SOX 304 claim that ultimately resulted in a \$142 million settlement fund that benefited all creditors of the bankruptcy estate, including thousands of shareholder victims of the CEO's fraud. In a related appeal, the Third Circuit previously recognized that Carter Ledyard showed "tremendous skill" in preserving the SOX 304 claim.

On behalf of our clients, **Fox Capital Group Inc.** and **Commonwealth Merchant Advance Inc.**, and others, we successfully defended an appeal of a dismissal obtained by Carter Ledyard of an action alleging that our clients provided improper third-party litigation funding to the plaintiffs' customers in order to sue the plaintiffs. The Appellate Division agreed with Carter Ledyard that the plaintiffs failed to allege the essential elements of their primary claim for tortious interference with a contract. The Appellate Division also affirmed the dismissal of the plaintiffs' other claims for tortious interference with prospective business relations, abuse of process, and prima facie tort, and affirmed the lower court's denial of a permanent injunction.

Carter Ledyard advised **William Baroni** in his appeal to the United States Supreme Court from a jury verdict in the Bridgegate Affair. The Supreme Court reversed the jury verdict, holding that Mr. Baroni did not defraud the government of its "property" by closing off 2 local access lanes to the George Washington Bridge over 3 days in September 2013.



### NEW COUNSEL Madelyn K. White

Madelyn White is a member of the Litigation Department, representing clients across the country in complex litigation matters, including general commercial litigation, employment disputes, condemnation, and white-collar criminal defense. She represents clients in state and federal courts, as well as arbitrations.

Madelyn litigates real disputes and is mindful of reaching a solution that is both economical and meets the business needs of her clients. She approaches each matter as a puzzle that needs to be solved, and clients appreciate her ability to see multiple sides of an argument and use that to a winning advantage. Madelyn has resolved disputes across a wide range of issues and industries.

Prior to joining Carter Ledyard, Madelyn clerked for the Honorable Gabriel W. Gorenstein, United States Magistrate Judge, in the Southern District of New York.





## EMPLOYMENT

Carter Ledyard represented a member of the New York Philharmonic and one of the world's most highly regarded classical musicians who won reinstatement after being fired in 2018 based on allegations of purported "misconduct." In a 20-day arbitration, Carter Ledyard successfully demonstrated that the Philharmonic had failed to prove any misconduct. The independent arbitrator found that the musician was terminated without just cause, warranting not only reinstatement, but also restoration of all back-pay to the date of the wrongful termination.

We obtained summary judgment on behalf of a non-profit arts foundation on a claim against a former employee stemming from the former employee's breach of a severance and settlement agreement. The court found that the former employee had breached the severance agreement by assisting in litigation against the foundation, and that the foundation was entitled to the return of the severance payment, as well as the attorneys' fees incurred in defending the lawsuit. The grant of summary judgment followed the unanimous affirmance by the Appellate Division of the lower court's prior decision holding that the severance agreement was enforceable and not susceptible to a challenge by an employee who received, and did not return, the severance payment.

# 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 First Amendment and Media Law Group attorneys continue to protect and defend reputations. Sometimes we persuade publishers of false statements to make retractions or apologies, and on other occasions we litigate defamation claims in court. In recent years, our practice has become international in scope as a result of the extraordinary spread of false information published by online news sites and social media.



Some of our clients are involved in high-profile defamation lawsuits. For example, in 2020 we represented three international businessmen as plaintiffs in libel cases arising out of statements made in one of 17 reports that collectively became known as the “Steele Dossier.” We commenced actions against the online publisher of the report, the U.S.-based political opposition research firm that commissioned the report, and Christopher Steele, the former British intelligence operative who authored and disseminated the report. These cases involved litigation in trial and appellate courts in New York and the District of Columbia, as well as in the United States Supreme Court. This work also required close coordination with counsel in the United Kingdom who successfully litigated a case against Mr. Steele based on violation of our clients’ rights under European data-processing law.

In another example of the growing international aspect to our practice, we represented a London-based corporate lawyer who was falsely implicated in news reports about a widely reported fraud involving a sovereign wealth fund. Carter Ledyard successfully persuaded Google to remove the false reports from search results of more than a dozen websites around the world.

In 2020, our lawyers also drafted appellate briefs for several *amici curiae* – parties who file briefs in support of, or opposition to, the positions taken in cases in which they are not themselves named. In one such appeal, Carter Ledyard filed an *amicus* brief in the United States Court of Appeals for the Eleventh Circuit challenging the interpretation of the “fair report privilege” (often invoked by media defendants) by the court below; in another we submitted a brief to New York’s Appellate Division, addressing the standard for determining whether a defamation plaintiff is a so-called “public figure.”

Carter Ledyard also continues to advise litigation counsel to an international charity that sued an investigative NGO for disseminating false reports on the charity’s development work in poverty-stricken areas of the world, and continues to represent **Samuel D. Isaly**, one of the country’s most successful biotech investors and managers, who asserted defamation claims in New York state and federal courts against a prominent online news site devoted to the biotech/healthcare industry.



# 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. ///

The white collar and internal investigations practice did not escape the effects of the world-wide coronavirus pandemic, which is not to say that our attorneys did not have a busy and successful year. In a very real sense, COVID-19 increased the urgency that often attends individuals and entities dealing with criminal investigations and charges. For a period of time, when both state and federal courts were brought to a virtual standstill, our lawyers found creative solutions to further our clients' interests. Here are some of the highlights.



In the matter garnering the greatest publicity by far, lawyers from Carter Ledyard were the only ones to contribute to both the trial and appellate efforts of the defendants in the infamous Bridgegate affair. As many will recall, federal criminal charges were brought against a number of New Jersey officials in the wake of controversial lane closures that led to massive traffic jams heading to the George Washington Bridge. The ensuing convictions were all reversed and charges dismissed by a unanimous U.S. Supreme Court.

Our lawyers achieved notable success in representing one of the defendants accused in a multi-defendant federal securities fraud case in Boston. After negotiating a favorable disposition for our client, the Carter Ledyard team focused on what is always of utmost concern to the client – sentencing advocacy. As a result, our client was the only defendant to receive a non-jail sentence.

In a representation involving the immense problem of COVID-19 in a prison setting, Carter Ledyard was able to secure a rare grant of compassionate release for an individual whom we had not previously represented. She was in the 25th year of a federal sentence of life without parole. Putting together a presentation that focused on our client's current severe medical problems, her rehabilitation, and the dangers to her life presented by COVID-19 in prison, our lawyers persuaded a judge in the Southern District of New York to terminate our client's sentence over the vigorous and vociferous objections of the government.

# 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, our team advised clients to ensure they had up-to-date information. ///

## COVID-19

Our employment group was very active this year advising clients on the changing employment landscape triggered by the COVID-19 pandemic. We helped our clients navigate new rules imposed by local, state, and federal governments and agencies and new issues raised by employees concerned about their health and livelihoods as the pandemic impacted New York and spread across the country. We helped clients focus on the new concept of “essential workers” and partnered with them devising return to work plans that complied with multiple layers of regulations and requirements. As businesses faced exceptional challenges and opportunities in the pandemic, we worked closely with our clients to guide them through unique and sensitive employment issues of significant importance to their businesses.

## NON-COMPETES AND TRADE SECRETS

Post-employment restrictions became increasingly important as the pandemic upended many traditional employment situations and created both opportunities and risks. Many states enacted new laws regulating non-compete agreements, highlighting the importance of understanding the appropriate scope and enforceability of post-employment restrictions. Carter Ledyard continued to help clients craft, implement, assess, and enforce non-compete agreements, confidentiality agreements, and other post-employment restrictive covenants, while minimizing risks associated with hiring new employees who were subject to restrictive covenants. Where litigation was needed, we represented clients in arbitrations and court proceedings regarding the enforceability of post-employment restrictions.

## HIRING, FIRING, AND EVERYTHING IN BETWEEN

Carter Ledyard continues to represent its clients in all phases of the employer-employee relationship, routinely counseling them about employment and independent contractor agreements, background checks, and other intake and hiring issues. We regularly advised clients on compensation questions, including overtime benefits and other wage and hour matters, drafted and helped enforce employee manuals and personnel policies, and helped clients with performance issues, including disability questions, disciplinary concerns, and performance evaluations. Our attorneys counseled clients regarding terminations, separation agreements, severance packages, and unemployment insurance claims.

## DISCRIMINATION AND WRONGFUL TERMINATION CLAIMS

We worked with clients to address claims of wrongful termination or discrimination, and helped them implement policies and procedures designed to protect them from future claims. We helped our client, a highly regarded musician with a world-renowned orchestra, win reinstatement after being fired in 2018 based on allegations of purported misconduct. Carter Ledyard successfully convinced the arbitrator that our client was terminated without just cause, warranting not only reinstatement, but also restoration of all back-pay to the date of the wrongful termination.

## BENEFITS

We regularly advised companies on benefits matters and ERISA requirements, including the design and drafting of pension, retirement, and employee welfare plans, as well as executive deferred compensation and equity-based incentive arrangements.





# Imagination and invention

/// International and domestic conflicts and trade wars are increasingly fought over intellectual property rights. In 2020, we protected the patents, copyrights, trademarks, trade dress, trade secrets, and domain names of owners and innovators. ///



## LITIGATION

Carter Ledyard defended **Senstar Corporation**, a subsidiary of client **Magal Security Systems Ltd.**, against claims of patent infringement involving security and surveillance technology. Our attorneys also continued to defend clients **Dahooo American Corporation** and **Museum of Dream Space, LLC** against copyright claims with respect to certain exhibitions and promotional materials. We obtained a dismissal with prejudice of a patent infringement action brought against client **Replicon Software, Inc.**

## PATENTS SECURED

We prosecuted patent applications in the United States and around the world. For **Barnet Products Corp.** we obtained a patent for a novel chemical composition for an improved sunscreen, and prosecuted applications regarding vitamin

compositions with enhanced stability. We helped **Dahooo American Corporation** secure patents directed to a groundbreaking system for television and film production. We represented **Ikaguchi Holdings, LLC** in obtaining patents directed to novel clinical trial verification systems and methods. Carter Ledyard also helped numerous individual inventors obtain patents and defend rights in technologies as diverse as pharmaceuticals, rail technology, computing, footwear, and the medical arts.

## TRADEMARKS OBTAINED AND PROTECTED

We obtained judgment in the Trademark Trial and Appeal Board (TTAB) on behalf of client **American National Standards Institute** against an application for an infringing mark, and amicably resolved a TTAB proceeding on behalf of client **Hair Flair Limited**, thereby allowing Hair Flair's trademark application to proceed. We also successfully obtained a takedown of infringing works on behalf of client **Paul Jenkins Estate**, without need of litigation. We represented **G Holdings LLC**, **Fashion Rocks LLC**, **Double Shot Equity LLC**, the **Hudson Square Business Improvement District**, and **Star Brands North America, Inc.**, among others, in registration and maintenance of trademarks for a wide range of goods and services.

## 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, including the Crossword Mysteries book series by authors **Cordelia Biddle** and **Steve Zettler** (writing together as **Nero Blanc**), works by sculptor **Soo Sunny Park**, and literary rights to books by Shirley Hazzard for **The New York Society Library**.

# Helping a budding industry navigate uncharted waters

/// Carter Ledyard has helped its clients in the Cannabis, Hemp, and CBD industry deal with a year like no other. ///

We helped our clients navigate new regulations of CBD at the state level, in addition to continuing to provide guidance regarding the U.S. Food and Drug Administration's changing enforcement priorities in this quickly evolving field. We also advised operators and investors regarding the rapidly changing legal landscape for medical and adult cannabis use. This included providing advice to address the issues that arose from the COVID-19 pandemic, and continuing to help clients navigate their options in light of the continuing prohibition on cannabis at the federal level.

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 its acquisition of numerous 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 listings on the OTCQB marketplace.

We acted as counsel to **Four20 Investments**, an adult-use cannabis retail operator in Calgary, Alberta, in its acquisition by Tilray, a public company listed on the Canadian Securities Exchange and 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 the ACC Group of Companies, 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 business combination involving BioCan Technologies Inc. and Epimeron Inc., which both continued as wholly-owned subsidiaries of Willow, as well as Willow's initial private equity offering of CA\$29 million and later offering of CA\$10 million.

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 also advises companies focusing solely on hemp products and operating in accordance with the 2018 U.S. Farm Bill, including **Cannuka LLC**, an Ohio company that produces CBD and manuka honey-based luxury skin care products.

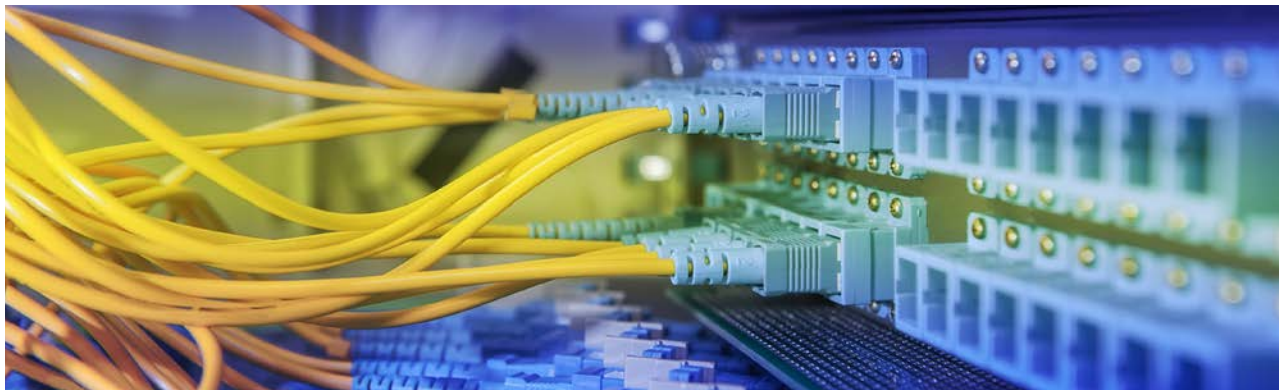
In addition to keeping our clients up to date through client advisories on developments in the industry, the Group's members also interact with domestic and foreign industry stakeholders through participating in panels, including this year's virtual AsoColCanna conference in Colombia, and contributing to various publications, including an upcoming chapter on cannabis banking in a book to be published by the American Healthcare Lawyers' Association, and an article in the *US-Israel Legal Review*. The Group's members also participate in various industry bodies, including the National Cannabis Industry Association, Law 360's Cannabis Editorial Advisory Board, and the Meritas US/Canada Cannabis Steering Committee.





# Practical advice on cybersecurity and data privacy

/// Cybersecurity and data 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 expanding cybersecurity and data privacy risks and challenges, made more urgent by the wide adoption of remote work practices during the COVID-19 pandemic. In 2020 we helped our clients by:

- Assisting a financial industry client with a cybersecurity breach involving a sophisticated phishing attack that compromised an executive's email account and led to the fraudulent diversion of funds. As part of this project, we also assessed the client's reporting obligations and other regulatory requirements under New York's Shield Act.
- Preparing or updating privacy policies, terms of use, cookie policies, and notices of consumer rights for many clients under the European Union's General Data Protection Regulation (GDPR) and the California Consumer Privacy Act (CCPA).
- Advising foreign clients on U.S. cyber risk disclosure standards required under securities laws.
- Counseling clients on steps to take in the wake of the significant breach of education vendor Blackbaud's information technology systems.
- Advising a foreign client on the application of the Health Insurance Portability and Accountability Act (HIPAA) to the client's work gathering data for health insurance companies.

As thought leaders in the field, we published several Client Alerts addressing developments in state cybersecurity and privacy laws and regulations, including updating guidance to take account of the rapid transition to remote work during the COVID-19 public health crisis.







# Keeping businesses growing

/// Our Corporate Department's practice is broad-ranging and highly sophisticated. We advise our clients on corporate matters of all types and sizes, from mergers and acquisitions and bond and bank financings to financial regulatory matters and legal opinions under New York law. Our depth of experience and complementary firm practice groups enable us to provide full service and comprehensive advice to our clients and their advisors. ///

## FINANCING TRANSACTIONS

Carter Ledyard assisted **Global SC Finance SRL** with a refinancing of an existing series of revolving asset backed notes involving an extension of maturity and increase in the aggregate principal amount to \$1.29 billion.

We also assisted **Global SC Finance VII SRL** with two offerings of notes to qualified institutional buyers and other eligible investors. The notes were sold through a group of investment banks. The offering of Series 2020-1 Notes was in the principal amount of \$825 million and the offering of Series 2020-2 Notes was in the principal amount of \$600 million. Global SC Finance SRL and Global SC Finance VII SRL are both subsidiaries of Seaco SRL, one of the world's leading marine container leasing companies.

We helped **New York Cruise Lines, Inc.** obtain a \$46 million loan through the Federal Reserve's "Main Street Lending Program" under the COVID-19 relief CARES Act legislation. The loan, secured by New York Cruise Lines' fleet, including Circle Line's iconic sightseeing vessels and New York Water Taxi's transportation vessels, was completed in less than three weeks in order to close and fund the loan before the Main Street Lending Program was terminated by the federal government.

Carter Ledyard represented long-time client **Red Hawk Casino** in California in a \$50 million line of credit to ease the effects of the casino's pandemic-related closure.

For **Credit Suisse** we negotiated pandemic-related amendments to an existing credit agreement for a California casino to allow for needed liquidity. We also advised Credit Suisse on hedging agreements related to its \$1.3 billion financing of a casino resort in Pennsylvania.

Our attorneys represented a casino in negotiating the lease of several restaurant spaces to a regional restaurant chain. Carter Ledyard also assisted an American Indian group in negotiating with a developer to finance their efforts to achieve recognition as a tribe and begin economic development projects.

Lawyers throughout our firm were involved in helping multiple clients understand and apply for Paycheck Protection Program loans, the rules for which changed almost daily after the passage of the CARES Act.

As 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 regularly represent hedge funds, special purpose vehicles, and other financial institutions in transactions involving distressed and par and near-par bank loans, trade claims, and securities.

Through our long-standing 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.

## M&A AND GENERAL COMMERCIAL TRANSACTIONS

Carter Ledyard assisted **Sanoma Corporation**, a leading European media and learning company headquartered in Helsinki, with its acquisition from the investment organization EQT of itslearning A/S. itslearning is an international provider of award-winning cloud-based learning platforms used by more than 6 million users in primary through higher education institutions, as well as corporate education operations, in nine countries, including throughout the United States through itslearning, Inc.

Carter Ledyard assisted our client **CooperSurgical, Inc.** with its acquisition of Embryo Options, an established leader in cryo-storage software solutions for in vitro fertilization clinics and patients. Embryo Options automates clinic billing and management of cryo-preserved embryos, eggs, and sperm and provides patients with options for the disposition of those cryo-preserved materials.

CooperSurgical is a leading global medical company providing products and services to doctors, nurses, hospitals, clinics, and other medical professionals for women and families. It also delivers assisted reproduction technology (ART) and genomic solutions to enhance the work of ART professionals for the benefit of families. We continue to assist CooperSurgical with a wide variety of commercial matters, including supply and distribution agreements, standard terms and conditions, consulting agreements, and agreements for the provision of genetic testing services.

**CooperVision, Inc.** is a leading manufacturer of contact lenses. Both CooperSurgical and CooperVision are active acquirers of businesses and products, and we assist both companies with their acquisitions. CooperSurgical and CooperVision are both subsidiaries of The Cooper Companies, Inc., a global medical device company.





# Gateway to America

/// With clients all over the world, Carter Ledyard has a long history of providing legal services to companies located overseas and to their United States affiliates. We have a particular focus in representing clients in Canada, the United Kingdom, Israel, Turkey, China, and Australia, and we assist businesses and individuals from around the world in a broad range of commercial and personal matters, including corporate, litigation, real estate, intellectual property, trusts and estates, and tax. Whether advising on day-to-day operating issues or complex transactions, we are able to comprehensively represent our foreign clients due to our breadth of practice specialization and experience with the issues relevant to doing business in the United States as a foreign entity. Our experience on Wall Street as the Gateway to America® spans more than 150 years, and Carter Ledyard is well positioned to assist our clients around the globe in meeting their needs and overcoming their challenges, including those posed by the ongoing COVID-19 pandemic. ///





# Canada

/// Carter Ledyard acted as U.S. counsel to numerous Canadian companies in their fundraising, securities transactions, business combinations, and other significant activities in 2020. ///

- We assisted **Silk Road Energy Inc.**, a Canadian oil and gas exploration, development, and production company, and **Northern Shield Resources Inc.**, a Canadian mineral exploration company, in their private placements of equity. We also helped **Spartan Delta Corp.** (formerly Return Energy Inc.) with its private placement of CA\$64 million of equity, as well as representing **Assure Holdings Corp.** in its private placement of convertible debenture units and **Killi, Inc.** (formerly Freckle Ltd.) in various private placements.
- Our attorneys advised **Seabridge Gold Inc.** with its \$115.7 Million bought deal financing.
- We assisted **Orca Exploration Group Inc.**, an international company engaged in natural gas exploration, development, and supply in Tanzania and listed on the Toronto Stock Exchange, in its normal course issuer bid for its Class B Subordinate Voting Shares.
- Carter Ledyard helped **Alaris Royalty Corp.** with its plan of arrangement and conversion to a publicly-traded income trust named Alaris Equity Partners Income Trust.
- We advised **FYidoctors**, the world's largest optometrist-controlled eye care company, with a strategic minority equity investment by L Catterton.
- We assisted **CNA Diagnostics Inc.**, which develops and licenses diagnostic tests, with its fundraising.
- We acted as special counsel to **Willow Biosciences Inc.** (formerly Makena Resources Inc.), a Canadian public company listed on the Canadian Securities Exchange, in its business combination involving a plan of arrangement among Makena, BioCan Technologies Inc. and Epimeron Inc. Both BioCan and Epimeron continued as wholly-owned subsidiaries of Willow. We also assisted Willow with its initial private offering of CA\$29 million and later equity offering of CA\$10 million.
- Carter Ledyard assisted **Pandell Technology Corporation**, a Canadian technology company, in documenting and closing the U.S. portion of a cross-border loan transaction with BDC Capital Inc.
- We assisted **All-Fab Building Products LP**, a Canadian company, in its acquisition of a Minnesota-based lumber company and attendant financing from Bank of Montreal.
- Our attorneys advised long-time client **The Orbis Group of Companies** in connection with a renewal of its financing arrangements with Citibank.
- Carter Ledyard assisted numerous Canadian public companies with their ongoing public company reporting under the Securities Exchange Act, including **Crescent Point Energy Corp.** and **Seabridge Gold Inc.**

Carter Ledyard also assisted numerous other Canadian clients with their acquisitions, combinations, and financings:

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

Our attorneys have acted as U.S. counsel to a number of Canadian and other companies in the cannabis industry in a wide variety of transactions. For more information, see our report for our Cannabis, Hemp, and CBD Industry Practice Group.





# The 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. ///

- We represented the shareholders of **Pixology Limited**, a London-based technology business, in the U.S. aspects of the sale of their company to Oracle for an undisclosed amount.
- Carter Ledyard represented **Clarasys Limited**, a U.K. global management and business consultant, in connection with a 20% investment in its U.S. subsidiary made pursuant to a restricted stock agreement.
- We rendered passive foreign investment company tax advice to **Pneumagen Limited**, a Scottish biotech company specializing in infectious diseases, in connection with an investment by a U.S. trust and its request that the company elect to be treated as a partnership for U.S. tax purposes.
- We represented **Cognito Europe Limited** in the U.S. legal aspects of a separation agreement with a senior employee whose working time was split between Cognito Europe Limited in the U.K. and Cognito Americas LLC in the U.S.
- We assisted **NEF Holdings Limited**, a U.K. company and its affiliate, **New English Teas Limited**, in establishing a U.S. company for the supply of its teas to Costco in various parts of the U.S.
- We represented **SEBL Group Inc.** and its parent, **Smile Lab Solutions Limited**, a U.K. dental product company, in a revolving credit and factoring agreement with a financial institution to provide credit cards to its sub-prime customers to purchase the company's products.
- Carter Ledyard assisted **Cappfinity Limited**, a U.K. company, in expanding its HR technology business to the U.S.





## Australia



 For many years, Carter Ledyard has represented Australian companies that wish to list on the U.S. stock exchanges. 

In 2020, we continued to represent **Alterity Therapeutics Limited**, a NASDAQ listed company, with a shelf registration of up to AU\$50 million and a private placement to institutional investors totaling AU\$35 million. Alterity is a clinical-stage specialty pharmaceutical company whose lead pharmaceutical candidate, ATH434, is the first of

a new generation of small molecules designed to inhibit the aggregation of pathological proteins implicated in neurodegeneration. ATH434 has the potential to treat Parkinson's disease and atypical forms of Parkinsonism such as Multiple System Atrophy and Progressive Supranuclear Palsy.



## 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. Our clients include some of the largest companies in Turkey who are also global leaders in their sectors. In the past year, we have advised clients on a wide range of corporate, real estate, intellectual property, employment, and financing matters. 

In 2020, our work included:

- Providing legal advice to **Star Brands, North America, Inc.** and its parent **United Biscuits of London, UK**, both of which are part of **pladis**, one of the world's largest confectionary and biscuit snack 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.
- Providing 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 its real estate portfolio, including the closing of all retail locations in North America.
- Advising Yildiz in connection with financing matters related to its U.S. operations.
- Assisting Turkey's largest digital operations company in connection with acquisitions of U.S.-sourced search engine and artificial intelligence technology. Our attorneys also assisted the client in protecting their intellectual property in the U.S.
- Representing Turkish individuals and families in connection with real estate investments in the U.S.





# China

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

- Carter Ledyard continued to advise NASDAQ-traded **BOQI International Medical Inc.**, a healthcare conglomerate in China, in its acquisition, financing, and compliance activities in the U.S. We represented BOQI in its acquisition of Chongqing Guanzan Technology Co., Ltd., a China-based distributor of medical devices and generic drugs. We also assisted BOQI in completing a private placement transaction with two U.S. institutional investors. Finally, we represented BOQI in a resale offering of 3 million shares of common stock.
- We guided **DFCITY Group Berhad** (formerly Hock Heng Stone Industries Bhd.), a Malaysian stock exchange (Bursa Malaysia) traded company, in listing its American Depositary Receipts on the OTCQB.
- We continued to assist **Tower Bridge International Group**, a leading Chinese education group, and its subsidiaries with their worldwide investments in the education industry, including an acquisition and disposition of Australian assets, a financing in the U.S., and a global restructuring.
- Carter Ledyard represented **DCMS, LLC**, a California-based company specializing in investments and services in the movie industry, in the disposition of its holdings in CineVizion, LP and CFG DCS, LLC.
- We continued to defend clients **Dahooo American Corporation** and **Museum of Dream Space, LLC** against copyright claims by teamLab, Inc. concerning certain exhibitions and promotional materials. We also continued to assist Dahooo and its affiliates in securing U.S. patents, registered trademarks, and other intellectual property rights.
- Our attorneys counseled **Haidilao International Holding Ltd.**, a Hong Kong Stock Exchange traded restaurant group with 935 restaurants in 11 countries, with respect to U.S. corporate, data privacy, and mobile application issues.
- Carter Ledyard represented **Creditease Financial Services (USA) Corp.**, the U.S. affiliate of our Chinese client **Creditease Co., Ltd.**, in successfully becoming a FINRA member and receiving a broker-dealer license. We also assisted **Cheers Securities, LLC**, the U.S. affiliate of our Chinese client **Shanghai Qingjiang Investment Management Partnership LLP**, in successfully becoming a FINRA member and receiving a broker-dealer license.
- We represented OTCQB traded **ZZLL Information Technology, Inc.**, a China-based e-commerce company, in U.S. securities and compliance matters.

In connection with the growing trend of Chinese citizens seeking global asset allocations and succession plans, our Trusts and Estates attorneys continued to provide sophisticated tax and estate planning advice to, and to create U.S. trusts for, high and ultrahigh net worth Chinese individuals.





## Israel

/// Carter Ledyard's robust Israeli Cross-Border Practice Group is based on decades of experience and intimate knowledge of the Israeli market. In 2020, we assisted our Israeli clients, principally publicly traded companies based in Israel, on their U.S. related securities and corporate matters. ///

- We acted as U.S. counsel for **PainReform Ltd.** in its \$20 million initial public offering on NASDAQ. PainReform is a clinical-stage specialty pharmaceutical company focused on the reformulation of established therapeutics. The company's proprietary extended-release drug-delivery system is designed to provide an extended period of post-surgical pain relief without the need for repeated dose administration, while reducing the potential need for the use of opiates.
- We represented underwriter **Aegis Capital Corp.** in a secondary public offering of Medigus Ltd. on NASDAQ. Medigus is focused on medical-related devices and products and on internet and other online-related technologies.
- Carter Ledyard assisted **Enlight Renewable Energy Ltd.**, an Israeli public company, in establishing its operations in the U.S. Enlight specializes in the development, financing, construction, management, and operation of projects involving the generation of electricity from renewable energy sources.
- Our attorneys represented **Eltel Ltd.**, a leading global manufacturer of complex rigid and flex-rigid printed circuit boards and a NASDAQ listed company, in connection with a rights offering.
- We assisted both **B Communications Ltd.** and its former parent, **Internet Gold - Golden Lines Ltd.**, in their compliance efforts as they went through corporate restructurings. BCOM is the largest shareholder of Israel's main telecommunications company, Bezeq.
- Carter Ledyard advised **Sapiens International Corporation N.V.** and **G. Willi-Food International Ltd.**, two NASDAQ listed companies, in their debt offerings on the Tel Aviv Stock Exchange. Sapiens develops computer software for the insurance industry, while G. Willi-Food imports, exports, markets, and distributes kosher food products.
- We represented **Mer Telemanagement Solutions Ltd.**, a NASDAQ listed company, in connection with its shelf registration statement and financing efforts. Mer provides support systems for telecommunication management.





# RADA

RADA Electronic Industries Ltd., a defense technology company focused on proprietary radar solutions and legacy avionics systems, is a leader in mini-tactical radars, offering software-defined, multi-mission solutions which perform while on-the-move. Its radars address attractive, high-growth markets, including critical infrastructure protection, border surveillance, active military protection, and counter-drone applications. RADA also develops, manufactures, and sells avionics solutions (including avionics for unmanned aerial vehicles and airborne inertial navigation systems), airborne data/video recording, and management systems.

2020 was a good year for RADA as its revenues grew by over 70% to \$76.2 million and its profits grew to \$5.6 million from a loss in 2019.

[www.rada.com](http://www.rada.com)



# Producing tax solutions for our clients

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

The Carter Ledyard Tax Department specializes in providing practical, comprehensible solutions to our clients' tax issues. Keeping in mind that our advice is useful only if clients can understand it, we strive to produce straightforward answers to complicated questions. For most of our clients, minimizing tax is only one of many objectives. We therefore work closely with other practice groups, including the Trusts and Estates, Intellectual

Property, Tax-Exempt Organizations, Litigation, and Real Estate Departments, and play an integral role in the firm's corporate and cross-border practices. We get involved in matters from the beginning to produce optimal tax results without the need for restructuring, and our wide base of technical expertise and knowledge of our clients' needs helps us provide advice efficiently.

In 2020, we continued to help clients achieve tax-efficient business results. For example, we:

- Negotiated credit agreements and other transaction documents for billions of dollars in domestic and offshore financings.
- Structured and negotiated the tax terms of SPAC transactions.
- Advised domestic and foreign clients on the benefits available under bilateral tax treaties.
- Coordinated with European counsel to advise a pharmaceutical business on withholding and other tax issues in connection with a contentious sale.
- Recommended structures for inbound investments by foreign charities.
- Helped social clubs minimize taxes by reinvesting sales proceeds.
- Assisted clients with FATCA and other tax reporting.
- Recommended structures for multi-party section 1031 like-kind exchanges.
- Helped cannabis businesses navigate anti-inversion and other tax rules in connection with going public on Canadian stock exchanges.
- Advised on controlled foreign corporation rules as part of pre-expatriation tax planning.
- Assisted with domestic and cross-border stock and asset acquisitions and dispositions involving S and C corporations and LLCs, and advised on management compensation issues.
- Devised a structure for an inbound infrastructure fund aimed at avoiding taxable loan origination and minimizing withholding taxes.



**NEW PARTNER**  
**Jennifer MacDonald**

Jennifer MacDonald is a member of the Tax Department, focusing her practice on tax and tax-exempt organizations. She advises on domestic and international tax matters including fund formation, business acquisitions and dispositions, partnerships, consequences to non-US individuals of U.S. residency and expatriation, and state and local issues. Her tax-exempt organizations practice includes advising exempt organizations regarding applying for and maintaining exempt status, documenting changes in charitable purposes, lobbying, and the benefits available under tax treaties.





# Following the street rules

/// Our Financial Services Practice Group represents broker-dealers, investment advisers, hedge funds, private equity funds, foreign investment companies, registered investment companies and their independent trustees, 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 2020, we advised clients on the rollout of Regulation Best Interest (BI) and the cessation of LIBOR, among other emerging 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 hedge fund clients, we helped 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. We also helped these entities with their significant transactions.

A Carter Ledyard investment management partner assisted independent trustees of newly established interval fund **KKR Credit Opportunities Portfolio** with its launch of a multiple-class fund and the adoption of the fund on a variety of wirehouse platforms.

We helped long-standing client **Alaris Royalty Corp.**, a Canadian public company considered an investment company under U.S. law, convert to a trust, **Alaris Equity Partners Income Trust**.

Carter Ledyard helped **CreditEase Financial Services (USA) Corp.** become a member of FINRA. It is the vision of CreditEase USA to bring to the EB-5 visa brokerage field the same level of professionalism and integrity that has made its affiliates, the CreditEase group of companies, an established and respected international provider of financial services to entrepreneurs and retail customers on three continents.

When the founder, owner and chief executive of a client was ordered by FINRA to cease his association with the firm, we negotiated FINRA approval of a continuing membership application that enabled the firm to continue operations.

When a buyer reneged after our client had brokered significant trades in the “when issued” market for a spinoff that closed as scheduled – on the day on which COVID-19 concerns pulled down the U.S. equities markets to their biggest drop in 33 years – we advised the client on its rights to enforce these trades.



## NEW PARTNER Ronald M. Feiman

Ron Feiman advises clients on regulatory and compliance matters affecting investment companies and investment advisers. He provides legal counsel to service providers rendering distribution, custody, and transfer agent services to registered and unregistered funds.

Ron represents investment companies, investment advisers, and investment company independent directors, as well as unregistered domestic and offshore debt and equity funds, in public and private offerings of equity and debt securities, proxy solicitations, and broker-dealer regulation and compliance. His corporate experience includes mergers and business combinations, stock and asset acquisitions, recapitalizations, management buyouts, and finance and venture capital transactions.

A certified public accountant as well as a lawyer, Ron was named the 2016 Independent Counsel of the Year at the Mutual Fund Industry Awards. He has been recognized by Chambers USA and Legal 500 as a leading practitioner.



# Helping build a better New York

/// Carter Ledyard's Environmental and Land Use Group had a busy and productive year, assisting our governmental, nonprofit, energy, and real estate developer clients in achieving their goals. ///

2020 was a challenging and unprecedented year, but the uncertainty caused by the COVID-19 pandemic did not stop our clients from pursuing their work. Governmental clients continued their environmental, housing, and public works projects, and energy and solid waste clients worked to meet state and local climate change goals for 2050 and beyond. Nonprofit clients pursued their charitable purposes, and developers proceeded with their projects. Overall, 2020 was a very busy year and we were happy to assist our clients in achieving their goals.

## OVER TWO DECADES OF SERVICE TO NEW YORK STATE AGENCIES

In 2020, we worked with the **New York State Energy Research and Development Authority, New York Power Authority, Long Island Power Authority, Lower Manhattan Development Corporation, Metropolitan Transportation Authority, Roosevelt Island Operating Corporation, Battery Park City Authority** and the **Hudson River Park Trust** on projects vital to the operation of New York City and the metropolitan region. Our public sector work is at the heart of Carter Ledyard's environmental and land-use practice, and we value these long-term relationships, some of which have lasted over 26 years. Some representative matters include:

- Advising the New York Energy Research and Development Authority on the ongoing closure of the Indian Point Power Plant in Westchester County under the oversight of the U.S. Nuclear Regulatory Commission.
- Advising the New York Power Authority on its management of real property for generating both conventional and renewable energy.

- Advising Roosevelt Island Operating Corporation on meeting its long-term affordable housing and public open space goals under its General Development Plan.
- Continuing 17 years of work with the Lower Manhattan Development Corporation in its use of U.S. Community Development Block Grants to revitalize Lower Manhattan through improvements to public spaces like Battery Park, grants to cultural centers such as the South Street Seaport Museum, and redevelopment of the final site at the World Trade Center, where the former Deutsche Bank building stood before it was destroyed in the 9/11 attacks.
- Advising the Hudson River Park Trust on its management of Chelsea Piers and other facilities within the Park.
- Assisting the Battery Park City Authority with a ground lease amendment and advising on zoning compliance under New York City's "Special Battery Park City District" regulations.

## FOCUS ON AN INCREASINGLY DEMANDING CLIMATE CHANGE REGULATORY ENVIRONMENT

New York State and New York City continue to ramp up their commitments to achieve near-net zero greenhouse gas emissions by 2050. The State's 2019 Climate Leadership and Community Protection Act requires an 85% reduction in greenhouse gas emission by 2050, a goal that can only be reached with broad electrification of transportation and building heating and cooling systems. In early 2020, the State passed legislation to create a streamlined approval process for new renewable energy facilities. At the City level, the 2019 Climate





Mobilization Act calls for an 80% reduction in emissions from New York City buildings greater than 25,000 square feet (including both commercial and residential buildings) by 2050, which was extended in 2020 to apply to broader categories of residential buildings.

We are helping clients meet these challenges:

- Carter Ledyard continued to work with long-time clients New York Power Authority and Long Island Power Authority in their efforts to upgrade electric transmission facilities.
- We worked with **Algonquin Gas Transmission, LLC** in connection with its interstate transmission of natural gas in the Northeast, which allowed high emission oil burning electric generation facilities to be closed.
- Our attorneys worked with **Georgetown Climate Center**, which advises the **Transportation Climate Initiative** (a coalition of northeastern states), in forming a cap-and-trade system for emissions from transportation fuels.
- We continued our work for **Action Carting Environmental Group, Inc.**, in its handling of commercial solid waste under the New York City's 2019 Commercial Waste Zone Law, which dramatically changed the commercial carting industry in order to reduce greenhouse gas emissions from waste hauling.

### **NONPROFIT MISSIONS THAT ARE MORE IMPORTANT THAN EVER**

Our Group worked with a wide variety of nonprofit clients in 2020, including churches, park conservancies, business improvement districts, and environmental advocacy organizations. We assisted business improvement districts like the **Hudson Yards/ Hells Kitchen Alliance** and **Hudson Square BID** in managing parks, streetscapes, and public art installations and in negotiating complex agreements with City and State agencies. Our work with nonprofits such as **Holy Trinity Church, Sisters of Charity of New York, Friends of Rye Nature Center, Greenacre Foundation, Committee to Protect our Lenox Hill Neighborhood**, and **East 70th Street Block Association** helped to protect landmark buildings, public open spaces, and the environment. For example, we finalized the Sisters of Charity's donation to the Winnakee Land Trust of a large new public open space in the Hudson Valley. We also assisted the **Mamaroneck Coastal Environment Coalition** in its successful advocacy with Village of Mamaroneck Planning Board to deny a developer's application to construct a 105-unit subdivision on a flood-prone Critical Environmental Area adjacent to Long Island Sound.



## LAND-USE PLANNING, ENVIRONMENTAL REMEDIATION, AND CONSTRUCTION CONTINUED DESPITE THE PANDEMIC

We counseled clients on the closures of construction projects at the outset of the pandemic, and qualification as an “essential business.” Once the restrictions on construction were lifted, our clients quickly got back to work.

- **Planning.** We drafted and filed a proposed modification to the City’s Zoning Map to rezone a vacant manufacturing lot in Gowanus, Brooklyn for residential use. We advised **Citadel Care Centers** on compliance with zoning regulations in its long-term planning for the redevelopment of nursing homes and care centers in the Bronx. We represented landowners in Chelsea and Riverdale in the sale of development rights to developers. And we continued to advise the developer of ground-breaking “co-living” spaces focused on millennial tenants who seek urban living options at lower costs and greater socialization potential. That work involves designing new buildings that comply with New York State’s Multiple Dwelling Law and the New York City Building Code, which have never been applied to co-living projects before.
- **Construction Access Agreements.** Our attorneys continued to represent clients in construction license and access agreements, transfers of development rights between neighbors, easements, and resolution of property disputes. When access issues could not be resolved through negotiation, we represented clients in securing, or defending against, access sought through special proceedings under NYS Real Property Action and Proceedings Law §881.
- **Environmental Remediation.** We counseled several clients on their obligations to comply with site investigation and remediation orders issued by the NYS Department of

Environmental Conservation. The issuance of such orders has increased significantly in recent years, and developers, marinas, and even church clients have been the subject of enforcement actions, which may result in the imposition of strict liability on the property owner or operator.

- **Due Diligence.** Since its founding in 1994, our Group has worked closely with our real estate and corporate attorneys in connection with environmental and land-use due diligence for property acquisitions. 2020 brought us some of the most complicated matters we have seen in years, including a client’s proposed purchase of a 2,000-acre industrial facility in Louisiana. We advised our clients on acquisitions of smaller facilities around the country, by commissioning Phase 1 environmental site assessments, counseling on the need for Phase 2 environmental testing, and evaluating the potential costs of managing environmental liabilities.
- **Permitting.** Our Group handles the full array of entitlement approvals from City agencies like the Department of Buildings, the Landmarks Preservation Commission, the City Planning Commission, and the Board of Standards & Appeals. We counsel clients on affordable housing regulations and incentives. Uniquely, our attorneys also handle any litigation arising out of these and other state and municipal permitting and administrative matters.



# Protecting clients' property interests

/// Carter Ledyard continued to advise private landowners, governmental agencies, and not-for-profit organizations on their real estate investments in a wide variety of contexts. ///

Despite the impact of COVID-19, 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 a foreign bank in leasing offices in New York City, and a law firm in expanding its office space in a midtown office building. We also represented a landlord in its lease negotiations with a California restaurant chain. Our attorneys continued to represent numerous clients, both as landlords and tenants, in negotiating new or amended office leases and subleases, as well as lease workouts in connection with the changing role of offices as a result of COVID-19. We also represented a client in connection with a ground rent re-set dispute, and various governmental agencies in connection with their ground lease transactions.

Our attorneys advised nonprofit and religious entities on the management of their real estate assets to further their charitable missions. In 2020, this included assisting a large healthcare provider on evaluating several new locations for its 50,000-plus square foot headquarters, advising a museum on the disposition of real estate assets in Manhattan to create a fund for its museum operations, and advising a religious order on a donation of land with long-term open space protections. Like our long-standing practice of working with state agencies and public benefit corporations, our real estate attorneys work hard to understand the public, charitable, and religious missions driving our clients' real estate decisions and factor them into our legal advice.



We continued to grow our practice representing dozens of Manhattan co-ops and condominiums and assisted them with the most cutting-edge issues facing real estate owners, including navigating New York's executive orders related to the COVID-19 pandemic, construction access and license agreements, trust forms of ownership, compliance with rigorous new energy efficiency requirements, and sales of excess development rights.

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.



**NEW COUNSEL**  
**Rocco M. Sainato**

Representing real estate clients in a wide range of industries, Rocco Sainato works on a comprehensive span of real estate transactions, including mortgage financing, refinancing, and the acquisition, disposition and development of commercial and residential properties. He advises landlords and tenants on various types of commercial leasing matters and also assists property owners with the negotiation of construction license access agreements.

Rocco appreciates that a real estate client is making a long-term commitment that will impact its business operations for many years to come. He enjoys the intricacies of every transaction, finding it interesting to work through the fluidity of any issues that arise. Clients rely on his ability to spot issues and appreciate his collaborative nature.

# Changing the face of New York

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

## FIRE ISLAND

Acting as special condemnation counsel to the **County of Suffolk**, Carter Ledyard continued its representation of the County in connection with claims related to the Fire Island Inlet to Moriches Inlet (FIMI) Project, a beach stabilization project undertaken by the County, 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. We conducted a trial in 2020 that followed the firm's representation of the County in five earlier trials to ascertain damages asserted by property owners in claims arising from both full fee acquisitions and from permanent easements placed on properties the owners retained. The 2020 trial was conducted to determine the damages incurred by property owners whose land was acquired but who relocated their house to a nearby parcel. The case involved complex legal and methodological issues that had not been previously addressed by state courts in New York. We also received favorable decisions from a 2019 joint trial involving the acquisition of easements on two properties, with the court awarding compensation significantly less than that being sought by the landowners. Additionally, we assisted the County to recover certain sums already paid to a FIMI Project claimant based upon the court's award of compensation in an amount less than the advance payment. We also negotiated favorable settlements in a number of FIMI Project matters and continued assisting the County in connection with numerous pending claims.

## COLUMBIA UNIVERSITY

Carter Ledyard continued representing the **New York State Urban Development Corporation d/b/a Empire State Development (ESD)** in connection with the Columbia University Manhattanville Development Project. In 2020, our attorneys assisted ESD in acquiring necessary subsurface fee and easement interests in connection with the continued development of the project.

## 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 2020, our Condemnation Group continued assisting with the implementation of Phase 2 of the project, which involves the acquisition of partial and total fee interests as well as temporary easements needed to implement the project. Upon completion, Phase 2 will result in the creation of approximately three acres of new parkland running from West 36th to West 39th Street. The firm assisted in analyzing complex ownership arrangements and developing strategies for negotiating with the holders of the varying property interests.

## 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 (WTC) 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 2020, our attorneys assisted LMDC in acquiring certain property interests needed to 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.

## OTHER REPRESENTATIONS

The firm succeeded in a multi-year battle over the claimed liability of a government client for attorneys' fees in connection with a condemnation project, where the government entity withdrew its condemnation determination because changes in the proposed project, due in part to changed economic conditions, required additional environmental review. Property owners whose properties had been considered for acquisition pursued the client for attorneys' fees. We successfully secured the dismissal of the claim, which dismissal was upheld on appeal.



# 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 members of institutional and individual creditors' committees. ///

In 2020, we represented **The Bank of New York Mellon** as indenture trustee in connection with \$1.5 billion in notes issued by LATAM Finance Limited and guaranteed by LATAM Airlines Group S.A. following their bankruptcy filing in the Southern District of New York as a result of the pandemic that has crippled the airlines industry.

We also represented The Bank of New York Mellon as indenture trustee in connection with \$287 million in convertible senior notes issued by GNC Holdings, Inc. following its bankruptcy filing in the District of Delaware and the subsequent confirmation of its plan of reorganization.

Carter Ledyard continued to act as counsel to the **Attorney General of the State of West Virginia** in connection with the bankruptcy filing of Purdue Pharma in New York. We also represented numerous clients as creditors, equity holders, contract counterparties, and defendants in preference actions in various mega-bankruptcy cases around the country, including the Sears bankruptcy case in New York, the Hertz bankruptcy case in Delaware, and the Men's Wearhouse bankruptcy case in Texas, as well as in other cases.



U.S. Bankruptcy Court, Southern District of New York

# 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 C. Demouchet**, **Caroline Fischer**, and **Josephine Yoon** provided services remotely to Legal Services NYC's Bronx office to advise clients.



## HER JUSTICE

Carter Ledyard continued its work with **Her Justice**, a nonprofit organization providing free legal services to women and their families in domestic violence matters. Attorneys **Mike Bauscher**, **Guy Ben-Ami**, **Sarah Ganley**, **Brielle Kilmartin**, **Alexander Malyshev**, **Karen Meara**, **Leonardo Trivigno**, **Judith Wallace**, **Madelyn White**, and **Josephine Yoon**, and non-legal 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. Attorneys **Mike Bauscher**, **Guy Ben-Ami**, **Aaron Cahn**, **Brielle Kilmartin**, and **Rocco Sainato**, and non-legal 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**, **James Gadsden**, 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** provides pro bono services to immigration minors as one of Safe Passage's attorneys.



## 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. Attorney **John Griem, Jr.** provides pro bono legal advice to the Foundation and to participating students to help them protect their inventions under intellectual property laws.



## NEW YORK LAWYERS FOR THE PUBLIC INTEREST AND LEGAL AID SOCIETY FOR NEW YORK

As we have for decades, the firm regularly encourages attorneys to consider taking cases from both of these vital New York legal service nonprofits. **Preston C. Demouchet** is the latest attorney to take on a case for **NYPLI** in the area of nonprofit law.



## FOOD BANK FOR NEW YORK CITY

Although not a legal pro-bono engagement, the firm has formed a donation and volunteer relationship with the **Food Bank for New York City**—recognizing that food insecurity in the U.S. is a critical problem, especially since the start of the COVID-19 pandemic. The firm raises thousands of dollars annually and organizes volunteer days in a project that unites both legal and non-legal staff.



## BAR ASSOCIATIONS

**James Gadsden** served as Chair of the Drafting Committee of the Working Group of the New York City Bar preparing a Report on New York State LIBOR Replacement Legislation. **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 S. Boxer, Alison M. Dreizen, Matthew D. Dunn, Sarah H. Ganley, Gerald Griffin, Caitlyn D. Harrison, Alexander G. Malyshev, Jacob H. Nemon,** and **Nicholas W. Tapert** served as volunteer mentors for

students at Fiorello H. LaGuardia High School of Music & Art and Performing Arts in the 2020 New York State High School Mock Trial Program. In 2021, our lawyers are again serving as mentors to the mock trial team from LaGuardia High School.

## TEACHING

**Preston Demouchet** taught a CLE 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. **Steven McSloy** is a Lecturer on Law at Columbia Law School and advises the Native American Law Students Association there.



**MICHAEL BAUSCHER** serves as a Trustee on the Bedford Central School District Board of Education and coaches youth baseball and soccer. **G. MICHAEL BELLINGER** is 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, is a Trustee and former Board Chairman of the New York Society Library, is a Trustee of the Seward Johnson Atelier, and is a member of the Board of the Huron Mountain Club in Big Bay, Michigan. **AARON CAHN** serves on the Board of Concert Artists Guild. **CLIFFORD CASE** serves on the Board of Directors of the NAACP Legal Defense and Educational Fund, Inc. **H. THOMAS DAVIS** is the Clerk of Session at Scarborough Presbyterian Church. **PRESTON C. DEMOUCHET** is a Board member of Bio Bus, Inc., a non-profit organization headquartered in New York City. **DENISE DIXON** is the Camp Director and Treasurer of the Donald Van Blake Tennis & Education Foundation in Plainfield, New Jersey. **ALISON DREIZEN** is a General Counsel to the American Historical Association and a member of the President's Council 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** coaches youth hockey and baseball in Westfield, New Jersey. **JAMES GADSDEN** is a volunteer mediator at the U.S. District Court, Southern District of New York. **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. **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 past Chair of the Task Force on Climate Adaptation of the NY City Bar Association, is chair of the NY 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 of 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 Citizens 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 J. MCSWIGGAN** serves as General Counsel and as a Member of the Board of Trustees 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** serves as President of the Riverdale Main Streets Alliance Inc., on the land use and endowment committees of Christ Church Riverdale, and as Counsel to Safe Passage Project, Inc., an immigration rights organization. **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, President of the County Tennis Club of Westchester Inc., a 501(c)(6) not-for-profit, and Secretary of the NY City Bar Task Force on the Rule of Law. **RONALD SPENCER** serves as Chairman of the Fund for Park Avenue. **LEONARDO TRIVIGNO** coaches youth basketball. **THEODORE WAGNER** is a member of the Vestry of All Saints Episcopal Church in Glen Rock, New Jersey. **JUNE CHOTO, JANE ELBERG, SARAH GANLEY,** and **NILIMA SINGH** coordinated the firm's contributions to the Marine Toys for Tots Program. **H. THOMAS DAVIS, JR., MARINA CERDA, JUNE CHOTO, JANE ELBERG, BARBARA FLAWS, JACK MEININGER,** and **NILIMA SINGH** volunteered their services at the Food Bank For New York City's community kitchen and pantry during the 2020 Justice Served Campaign.





## **CARTER LEDYARD & MILBURN LLP**

### **New York Financial District**

Two Wall Street, New York, NY 10005  
212.732.3200

### **Midtown Manhattan**

570 Lexington Avenue, New York, NY 10022  
212.371.2720

**[www.clm.com](http://www.clm.com)**



[linkedin.com/company/carter-ledyard-&-milburn-llp](https://www.linkedin.com/company/carter-ledyard-&-milburn-llp)



[twitter.com/carterledyard](https://twitter.com/carterledyard)

Disclaimer: This Review may be considered attorney advertising under the rules of some states. The hiring of an attorney is an important decision that should not be based solely upon advertisements. Furthermore, prior results do not guarantee a similar outcome.