



McCARTER & ENGLISH, LLP

OVERVIEW OF SERVICES

McCarter & English offers a complete range of multidisciplinary legal services to its business clients, which include Fortune 500 and mid-cap companies and some of the nation's leading financial, industrial, pharmaceutical and commercial enterprises. In addition to litigation, the firm skillfully handles national, regional and local business transactions and provides legal counsel to governments, institutions and individuals. Founded 160 years ago as a small-town, one-lawyer practice, McCarter & English now has approximately 400 attorneys residing in seven cities along the Northeast Corridor, including Boston, Hartford, New York, Newark, Philadelphia, Stamford and Wilmington. The firm is known for:

- Litigating products liability, mass tort, securities, business, financial services and commercial disputes
- Pursuing insurance coverage for corporate policyholders
- Protecting intellectual property rights
- Representing clients acquiring, selling and financing new businesses
- Handling the acquisition, sale, financing and leasing of real estate
- Developing tax strategies for business ventures
- Representing creditors' rights
- Defending environmental liability exposure
- Structuring public financing transactions
- Advising clients on design and construction issues
- Protecting employers' rights
- Developing and analyzing employee benefits plans
- Assisting foreign individuals and companies in doing business in the United States
- Advising hospitals and health care providers on transactional, administrative law and litigation issues
- Litigating state and local tax disputes and appealing real estate tax assessments
- Counseling private clients in wealth management

**LITIGATING PRODUCTS LIABILITY,
MASS TORT, SECURITIES, BUSINESS
AND COMMERCIAL DISPUTES**

Product Liability

The nationally known lawyers in McCarter & English's Product Liability Group have extensive trial experience, handling a significant number of products liability appeals in the state and federal appellate courts each year. McCarter & English litigates class action and multidistrict issues ranging from class certification and other procedural issues to the admissibility of medical and scientific expert testimony. The group also negotiates, implements and administers class action settlements, many of which have captured media attention.

Mass Torts

McCarter & English's Mass Torts Group was established more than 20 years ago, when it represented defendants against claims of property damage and personal injury due to asbestos exposure. Today, the group is well known for its work as joint medical counsel to large groups of defendants and its efficiency in handling mass toxic tort litigation case by case, county by county and state by state. The group's attorneys have tried hundreds of cases ranging from single plaintiff/single defendant to mass consolidated cases with scores of plaintiffs and defendants. McCarter & English is one of the few national firms whose products liability and mass tort work is supported by a Ph.D.-led science group, which counsels on the medical and scientific aspects of evidence, identifies world-renowned experts and monitors current literature.

Government Investigations & White Collar Criminal Defense

The Government Investigations & White Collar Criminal Defense Group represents directors and officers of financial institutions and corporations, as well as individuals, in securities-related litigation, investment disputes, regulatory investigations, shareholder disputes, and criminal investigations and proceedings. The group is experienced in dealing with cases involving securities, Medicare, bank and customs fraud; asset forfeiture; tax evasion; environmental crimes; antitrust and trade regulation; obstruction of justice; RICO; money laundering; and public corruption.

Business Litigation

McCarter & English's Business Litigation Group litigates in matters such as unfair competition, fraud, and commercial contracts and torts. Lawyers in the group aggressively seek to resolve such client issues as contractual disputes, regulatory audits and government agency inquiries via methods other than litigation. Financial Services Litigation attorneys in McCarter & English's Financial Services Litigation Group are skilled in handling complex class actions, be they national, regional or local in nature. The group has represented the national sales practice of one of the country's largest insurance companies as well as the regional and local interests of financial institutions, insurers and other corporations.

**PURSUING INSURANCE COVERAGE
FOR CORPORATE POLICYHOLDERS**

For nearly 20 years, McCarter & English's Insurance Coverage Group has represented major industrial and financial companies seeking recovery under liability and other insurance policies. This national practice group has litigated against virtually every U.S., Bermuda and London market insurer. The group has won judgments/settlements of \$1 billion on behalf of two separate Fortune 100 clients.

**PROTECTING INTELLECTUAL
PROPERTY RIGHTS**

The Intellectual Property Group represents companies and individuals seeking to increase profitability by leveraging intellectual property assets. The group's lawyers work with clients from the idea phase through the marketing and developing of a product in the marketplace. The group's work includes all dimensions of intellectual property management, including copyrights, trademarks, trade secrets, licensing, patents and infringement.

**REPRESENTING CLIENTS IN
ACQUIRING, SELLING AND
FINANCING NEW BUSINESSES**

McCarter & English's Corporate, Securities and Financial Institutions Group serves public and private companies as both outside general counsel and special counsel on important transactions. The group's attorneys are recognized for their work in friendly and hostile mergers and acquisitions, public and private securities offerings, going-private transactions, leveraged buyouts, and SEC compliance. The group acts as principal counsel both to lenders and to buyers in secured and unsecured public and private financings and as counsel in corporate finance matters of venture capital and small-business investment corporations (SBICs).

HANDLING THE ACQUISITION, SALE, FINANCING AND LEASING OF REAL ESTATE

McCarter & English's Real Estate Group represents owners, investors, developers and tenants—as well as mortgage lenders—in matters relating to the acquisition, sale, financing, refinancing and development of all forms of real property. The group's practice extends to all aspects of ownership and encompasses joint ventures and sale leasebacks, conveyancing, leasing, and land use approvals, including appearances before municipal bodies regarding entitlement matters. The Real Estate Group frequently coordinates its activities with members of the firms' environmental, construction and debtor/creditor practices.

DEVELOPING TAX STRATEGIES FOR BUSINESS VENTURES

McCarter & English's Tax Group represents Fortune 500, mid-cap and family-owned businesses in important transactions and business tax planning. Clients include corporations, limited liability companies, partnerships, trusts and sole proprietorships that the group counsels on entity formation, governance and financing. The team addresses a broad range of specialized tax areas including real estate investments, REITs, hedge funds, cooperative taxation, and forward and reverse like-to-like exchange transactions, and provides multistate tax advice on business operations and acquisitions. Clients also rely on the Tax Group to assist in maximizing and structuring state and federal tax credit opportunities ranging from research and development incentives to low-income housing tax credits.

REPRESENTING CREDITORS' RIGHTS

McCarter & English's Commercial Litigation-Debtor/Creditor Group is experienced in creditor committee issues, fraud, foreclosure, shareholder disputes, lender liability, collection, corporate and bankruptcy aspects of commercial entities. Its lawyers are well versed in the Uniform Commercial Code and all facets of debtor-creditor relations. Strategies are personalized to the needs of each client and may include refinancing, dispute resolution, corporate restructuring, negotiated settlements, and avoidance of Chapter 11 or Chapter 7 bankruptcies.

DEFENDING ENVIRONMENTAL LIABILITY EXPOSURE

McCarter & English's Environmental Group represents clients in all aspects of environmental law, before both federal and state administrative bodies and courts. Matters include permit applications and enforcement proceedings regarding waste regulations, air and water pollution control regulations, and other state and federal regulatory programs. The group helps clients develop contract provisions to allocate the risk of environmental liabilities in national and international transactions, including mergers, public and private financing, and corporate restructuring. The group's lawyers are well known for their proficiency in assisting and counseling clients on the intricacies of New Jersey's Industrial Site Recovery Act.

STRUCTURING PUBLIC FINANCING TRANSACTIONS

Lawyers in McCarter & English's Public Finance Group have participated in virtually every type of public financing transaction. These include bond and tax anticipation notes; general, moral and special obligation bonds, including school bonds; certificates of participation (lease purchase financings); variable and fixed rate obligations; demand and pooled bonds; stripped municipal securities; credit-enhanced (insured or letter of credit supported) obligations; and current and advanced refundings.

ADVISING CLIENTS ON DESIGN AND CONSTRUCTION ISSUES

The firm's Construction Group practice counsels private, public and nonprofit sector clients, including owners, developers, design professionals, construction managers, contractors, subcontractors and suppliers, on construction industry legal issues ranging from initial project planning and project delivery method selection through project closeout and final dispute resolution. The Group's services include contract drafting/negotiation and administration, litigation, alternative dispute resolution, bid protests, construction insurance, business advisory services, and distressed project intervention. Group members are also knowledgeable about legal issues arising in such cutting-edge industry areas as green building, renewable energy, EPC contracts and integrated project delivery methods.

PROTECTING EMPLOYERS' RIGHTS

The firm's Labor and Employment Group represents employers in state and federal litigation ranging from single-plaintiff cases to class actions challenging company-wide and nationwide policies. The group's lawyers also appear before state and federal administrative agencies in cases relating to discrimination, sexual harassment, wrongful discharge, unfair labor practices, breach of contract and virtually all other aspects of employment law. As part of its commitment to clients, the group also develops and conducts management and employee training regarding all aspects of the employment relationship, including training in sexual harassment and EEO issues.

DEVELOPING AND ANALYZING EMPLOYEE BENEFITS PLANS

The firm's Employee Benefits Group represents foreign and domestic companies, including taxable and tax-exempt entities, in developing benefit plans and executive compensation arrangements. The group counsels clients on plan qualification rules under the Internal Revenue Code, plan administration and related ERISA fiduciary issues. It also designs employee pension and welfare benefit plans, including tax qualified pension, profit-sharing, 401(k) and employee stock ownership plans; health, life, disability, severance, fringe benefit and cafeteria plans; and VEBAs. The group also acts as counsel to various ESOP trustees.

ASSISTING FOREIGN INDIVIDUALS AND COMPANIES IN DOING BUSINESS IN THE UNITED STATES

McCarter & English is skilled in advising clients on the challenges facing today's international businesses. Its services include obtaining visas and handling related tax matters and facilitating international licensing, distributorship agreements and joint ventures. The firm also counsels on trade regulations, including the Customs-Trade Partnership Against Terrorism (C-TPAT) and Importer Self-Assessment (ISA). McCarter & English also provides traditional import-related services—including tariff classification, valuation and country of origin determinations—and advises on the application of the Sovereignty Immunity Act and treaties such as NAFTA.

ADVISING HOSPITALS AND HEALTH CARE PROVIDERS ON TRANSACTIONAL, ADMINISTRATIVE LAW AND LITIGATION ISSUES

McCarter & English offers an interdisciplinary approach to the legal and business issues facing the health care industry. A substantial portion of our practice involves service as counsel to hospitals and health systems. These services include general counseling; mergers, acquisitions and affiliations; governance and compliance; capital finance and transactions; litigation; tax and tax exemption.

LITIGATING MULTISTATE AND LOCAL TAX DISPUTES AND APPEALING REAL ESTATE TAX ASSESSMENTS

McCarter & English's Tax Group represents Fortune 500 corporations, partnerships and closely held businesses in tax controversies before state and national administrative boards and courts. In addition, the group handles real estate tax appeals for local, regional and national developers, corporate owners and users, domestic and international banks, insurance companies, pension funds, private investors, tax-exempt organizations and governmental agencies.

COUNSELING PRIVATE CLIENTS IN WEALTH MANAGEMENT

The Private Client Group advises clients on innovative strategies to manage income, estate, gift and generation-skipping tax exposure. The group's lawyers are experienced in estate, retirement, charitable gift and business planning and possess a thorough understanding of the special needs of family businesses necessary to achieve clients' personal and financial goals.