



**KEEVICAN WEISS  
BAUERLE & HIRSCH LLC**

**2011**

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## *Firm Overview*

Keevican Weiss Bauerle & Hirsch LLC is a service-focused law firm that has built its reputation on providing practical business legal advice to its clients. What makes the Firm stand out is its understanding of its clients' needs as well as the access it offers to the capital markets through its subsidiary, Renaissance Partners, LLC. The Firm's practice spans the full range of commercial matters, including:

- Antitrust and Trade Regulation
- Banking & Bank Regulatory Law
- Construction Law
- Corporate & Business Law
- Corporate Finance & Securities
- Corporate Governance
- Emerging Business
- Energy & Natural Resources Law
- Entertainment Law
- Environmental Law
- Estate Administration
- Estate Planning
- Franchising Law
- Government Affairs & Relations
- Healthcare
- Immigration & Citizenship
- Intellectual Property
- International Business
- Labor & Employment
- Land Use Development & Regulatory Law
- Litigation
- Mergers & Acquisitions
- Non-Profit Organizations
- Private Equity & Venture Capital
- Real Estate
- Tax
- Technology Law

The Firm's practice areas and industry groups cover a broad range of business and legal needs. This breadth of expertise and resources enables the Firm to provide solutions in a traditional way or in an innovative fashion. It also offers an unprecedented range of services through two ancillary services groups: Renaissance Partners, LLC and FiCap Strategic Partners, LLC. These ancillary businesses provide the legal, investment banking, and business consulting services that help companies succeed.

Keevican Weiss Bauerle & Hirsch LLC also maintains the flexibility demanded by its corporate clients to resolve disputes in a cost-effective manner tailored to meet the client's needs and financial boundaries. The Firm frequently works with its clients to establish budgets and effective commercial litigation strategies that enable the clients to meet their corporate goals within budgetary and time constraints.

What distinguishes Keevican Weiss Bauerle & Hirsch LLC is its ability to provide a wide range of practical legal and business solutions. Many of its lawyers have career experience in industry and government. They understand the needs of business, and they have the experience and resources that help companies continue their success.

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## *Business Law Practice*

Acquisitions, divestitures, recapitalizations, bankruptcies, leveraging, de-leveraging. The corporate world today is a whirlwind of fundamental changes. Amid all the turmoil, Keevican Weiss Bauerle & Hirsch LLC is a compass for constructive change.

We bring to bear on our assignments an insider's knowledge of the industries in which our clients are active. As a result, we develop solid strategies that create lasting value. Because of the close relationships our corporate law attorneys maintain with their clients, they have significant experience in a full range of business concerns, including corporate tax matters, creditors' rights and bankruptcy, real estate, business succession planning and trusts and estates.

Following are a few examples of the spectrum of legal issues handled by our attorneys:

- Organized and developed a United States presence for the largest French-owned manufacturer of large mill machinery, including service as this company's general counsel. In this capacity, we negotiated approximately \$400 million of mill machinery contracts.
- Representation of a public company that developed systems for use by the electric utility industry with respect to all matters, including product development arrangements, protection of intellectual property, securing of governmental funding, creation of strategic alliances and securities law compliance.
- Rolled back nearly one hundred years of labor protection of railroad employees under Interstate Commerce Commission regulations in a transaction that became the model for dozens of national railroad reorganizations.
- Served as corporate general counsel in the initial public offering of a fully-integrated domestic steel manufacturer with sales of over \$1.1 billion.
- Successfully protected a publicly held manufacturer of rail and related transportation products from the financial difficulties and ultimate bankruptcy reorganization of its majority stockholder.
- Represented the receiver in the bankruptcy of a national hockey league franchise. Negotiated the interim financing agreements and player contracts and oversaw the efforts necessary to effect the stabilization, marketing and ultimate sale of them team.

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# *International Business Law*

The strategic decision to enter a foreign market presents an executive management team with a challenging set of critical decisions which often alters dramatically a firm's culture and business prospects. Matters such as understanding thoroughly the served foreign market, its competitive landscape, cultural differences, product positioning, comparative law issues, and of course, the structure of and the financial valuation of the chosen business collaboration all come to bear upon a cross border market entry.

Keevican Weiss Bauerle & Hirsch has extensive experience in facilitating and enabling successful collaborations between U.S. and foreign enterprises. The Firm's cross border services encompass the entire foreign market entry process, ranging from an initial onshore market entry to the establishment of a stable and far reaching permanent business operation. The Firm's services derive from its extensive experience with complex international law and business matters as well as assisting with critical post-acquisition integration matters. The Firm routinely calls upon its extensive network of contacts in business, government, and technology sectors across the globe. KWBH also firmly believes that bridging cultural differences are critical to any form of cross border collaboration, particularly upon a post-acquisition basis. The Firm's sensitivity to and knowledge of various foreign cultures and business practices are of significant value in the establishment of successful cross border alliances.

The Firm has represented U.S and foreign enterprises engaged in cross border trade in over 40 countries across five continents. Our international services encompass the entire range of cross border development from market entry to establishment of permanent operations to post-acquisition transition management. For this purpose, the Firm assists its clients with respect of the following key aspects of international business operations and strategic investments:

## Onshore Formation / Choice of Entity

- Choice of business form
- International tax planning
- Expatriate and host country human resource matters

## Foreign Sales and Distribution Channels

- Identify and conduct due diligence upon prospective foreign agency or distributor
- Negotiate and document operative agency and distribution agreements;

## Intellectual Property (IP)

- Enforcement of IP across borders
- Cross border licensing agreements
- Negotiation and documentation of IP agreements

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## Cross Border Mergers and Acquisitions

- Turn key capability
- Extensive due diligence covering entire spectrum of target's operations:
  - Business strategy
  - Foreign operations
  - Technology
  - Financials
  - Intellectual Property
  - Information Technology
  - Sales and Marketing
  - Manufacturing operations
  - Human resources
- Negotiation of definitive acquisition agreement
- Management of external service providers
- Post closing integration with focus upon human resource strategies
- Interim management services at C-level with P&L responsibility until permanent management is in place
- Restructuring programs and change management
- Development of culturally sensitive Board of Directors

Keevican Weiss Bauerle & Hirsch looks forward to sharing its experience and advice with clients grappling with the challenges of rapid growth, navigating international waters, undertaking cross border mergers or acquisitions, or facing difficult and complex comparative law problems.

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## Mergers and Acquisitions

We prize our role as creators of long-term business value. As such, our mergers and acquisitions practice is the leading edge practice of our firm. We have completed more than 500 transactions over a broad array of industries in the last decade. We are committed to closing deals for our clients, which include both publicly traded and privately held companies. Some are regular clients of the firm. Many others retain us as special counsel because of our reputation in the field.

Our mergers and acquisitions experience includes:

- We negotiated an acquisition of a steel company from a national car manufacturer followed five years later by the initial public offering of the steel company's common stock.
- We helped a privately held technology company merge with a publicly traded company, enabling its shareholders to receive stock and cash that valued more than \$300 million.
- We negotiated the Merger Agreement, drafted, filed and cleared a Registration Statement and Proxy on Form S-4, oversaw the proxy solicitation process, and analyzed numerous securities law and accounting issues in assisting a producer of railroad equipment in connection with a \$1 billion merger of equals.
- A provider of staffing services enlisted our aid in making eleven acquisitions that expanded it from a \$50 million company to a \$700 million company in a matter of two years.
- We represented a Fortune 100 electronics company in its sale to an NYSE listed computer company for \$250 million in stock.
- We represented a publicly-owned NYSE-listed holding company of steel service centers in the sale of 12 non-core businesses to strategic investors in several 363 bankruptcy transactions, realizing sales proceeds of approximately \$75 million.
- When our client, the largest American manufacturer of railroad equipment, decided to acquire one of Europe's largest railroad wheel and axle manufacturers, we helped our client overcome a potentially deal-breaking issue raised by a federal agency, enabling the transaction to close on schedule.
- When the Australian subsidiary of an American client was losing money hand over fist, we implemented a restructuring and disposition program that cut our client's losses and saved it from having to take its subsidiary company through bankruptcy proceedings.

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- A national holding company of steel service centers, with our assistance, consolidated five related companies through a series of stock purchases, asset purchases and mergers.

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## Corporate Finance & Securities

Our work in corporate finance and securities serves both our continuing clients and companies that retain us for special assignments. We help our clients obtain the capital they need to operate and expand their businesses.

We have arranged hundreds of millions of dollars of private equity for clients in recent years, enabling them to grow their businesses and succeed. Many of those clients have, as a result of those efforts, been able to position themselves for a successful and profitable sale of their businesses or an initial public offering.

For those companies that have accessed the public markets for the first time, our experience has resulted in a smooth transition to public company status. For existing public companies, we offer a full array of securities and related services, making sure that these companies comply with their duties and all applicable laws as they achieve their vision and goals. Additionally, we have significant experience representing issuers, underwriters and governmental bodies and authorities in the issuance and administration of tax-exempt and taxable bonds and notes, including both revenue and general obligation issuances. The following transactions illustrate our recent work in mergers and acquisitions, corporate finance and securities.

Our corporate finance and securities attorneys have:

- Helped a technology-related company obtain five rounds of equity funding, leading to an exit that provided investors a return of more than ten times their invested capital.
- Initiated a consent solicitation and tender offer for a privately-held retailer that enabled its founder to regain control of the company from its venture capital investors, while providing the venture capital investors liquidity.
- Assisted a diversified energy resource company in its first public offering of common stock in over 40 years, helping it raise over \$110 million.
- Represented an oil and gas developer in raising millions in private equity, enabling it to develop significant foreign oil and gas rights it had spent years obtaining.
- Served as counsel to the issuer of depository units valued at over one hundred million dollars, representing interests in a natural gas net profits interests trust.

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## Restructuring and Bankruptcy

Over the course of the last 20 years, our restructuring and bankruptcy lawyers have been involved in many of the most complex business reorganization cases within our region representing debtors, creditors, trustees and creditors committees. As a result of our experience, we are able to sift through the most complex issues in an efficient, cost-effective manner.

With our ancillary business, Renaissance Partners, our capabilities reach beyond the scope of traditional legal services. Renaissance Partners is focused on identifying problem areas in businesses and, through the use of financial and operations experts, suggests changes that have an immediate impact on the bottom line. Renaissance Partners also has the ability to find new financing or new equity that can alleviate the financial pressures which are strangling the business and, in the event refinancing cannot be found, its professionals have the investment banking experience to find a buyer for the business as a going concern.

As financial crisis and restructuring specialists, we have:

- Served as special counsel to a leading manufacturer of railroad equipment in its complex Chapter 11 reorganization in the U.S. Bankruptcy Court for the District of Delaware.
- Successfully litigated claims brought on behalf of the trustee in a steel corporation's bankruptcy that resulted in the recovery of several million dollars for the debtor's estate.
- Represented the Unsecured Creditors Committee in the Chapter 11 case of the nation's leading light gauge conversion mill for flat rolled stainless steel and high performance alloys.
- Successfully recapitalized and restructured debt of an oil country tubular goods company which resulted in trade creditors acquiring convertible preferred stock and ultimately purchasing the company.
- Represented a leading New York investment-banking firm in conjunction with its efforts to acquire a national steel company out of bankruptcy.

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## Franchising and Development Agreements

Keevican Weiss Bauerle & Hirsch, LLC have done corporate, franchising, and real property transactions for decades. As such, our value is not only in what we do, but what we advise you not to do. We can smell a “bad” deal early on and thereby save you from proceeding down a long and costly path to nowhere. When the opportunity is right, we use our negotiation skills and talent to obtain the best possible deal for our clients. We are known for saving the “good” deals by navigating the complexities of the law without letting the law direct the business. We find that fun and exciting.

The following is a list of some of our engagements: Wendy’s, Church’s, Qdoba, Denny’s, King’s, Pizza Hut, Check E. Cheese’s, the Italian Oven, Jimmy Wan’s, and Famous Dave’s. We have acted as counsel to both franchisors and franchisees. And, we have assisted owner-operated chains as well.

Franchising related development agreements often prove to be the proper vehicles to enable quick expansion, establish market presence and gain wide acceptance of a concept with minimal outlays of cash.

Keevican Weiss Bauerle & Hirsch LLC's Franchising Industry Group regularly develops franchise related development plans for restaurateurs. We have also identified where these techniques would not be successful strategies and advised clients accordingly while developing feasible alternatives.

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## Employment and Labor

Our employment and employee benefits group has been a leader in tailoring benefits programs for groups from 50 to 6,000 employees. Many of these programs have been key components of corporate strategic plans enabling the employer company to achieve a competitive advantage in today's global market. Our lawyers also structure compensation and retirement plans for key employees.

Our employment professionals have:

- Restructured labor and benefits arrangements to reduce costs has been a key feature of virtually every metals industry acquisition the Firm has completed.
- Developed innovative labor structures that have gained acceptance throughout America's industrial heartland.
- Accomplished significant savings without incurring strikes, work stoppages or other labor unrest.

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## Real Estate and Environmental

Real estate and environmental law has grown thick with overlapping and confusing federal, state, and local laws and regulations. To combat this regulatory barrage, our professionals identify genuine real estate and environmental concerns and find sensible, economical ways of solving them. Our qualifications include extensive experience working with federal, state, and local environmental agencies, prior experience as federal environmental enforcement counsel, as in-house counsel to major steel companies and a chemical manufacturer, and as outside counsel to major manufacturers and small companies. We serve the largest financial institutions and entrepreneurial investors. This background provides us with knowledge of the strengths and vulnerabilities of both the government agencies and private organizations.

Our professionals have:

- Represented a national software company, a sporting goods chain, and a national accounting firm in negotiating leases and subleases for their nationwide offices and leasing disputes.
- Represented an international safety equipment manufacturer in the development of a 300 acre mixed use/office park; oversaw all phases of the park's subdivision, leasing and sale of parcels; assisted in the negotiation of highway access to the park including a state governmental agency's condemnation of a portion of the property.
- Represented a national overnight delivery company in its acquisition and development of properties for its world headquarters facility. Assisted the company in obtaining a zoning variance for access to the facility and negotiated the reduction of a governmental construction assessment to one-half of the original obligation and an agreement by the governmental authority to utilize the funds in the development of the local municipality.

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## Financial Institutions

Nostalgia is not a strategy for financial services companies today. Profound changes in law, technology and financial markets make continuous reassessment of business methods and strategies essential. For regulated banks and insurance companies, changes in business methods and strategies inevitably have complex and interrelated legal implications.

The increased incidence of irregular transactions and outright fraud makes it all the more important that banks and insurance companies implement effective strategies to prevent or mitigate such losses. Keevican Weiss Bauerle & Hirsch LLC's professionals have significant firsthand experience helping bank and insurance clients recover from potential or actual losses, including situations in which the institution itself was imperiled.

The knowledge and experience of Keevican Weiss Bauerle & Hirsch LLC's seasoned professionals give clients the framework they need to define their future with confidence.

Our experience includes the following:

- Created the largest de novo bank in American banking history, when measured by initial capitalization.
- Rescued troubled institutions, including providing interim management, recapitalization, loan workout and balance sheet restructuring services.
- Acted as lenders counsel, restructuring counsel, or both, in secured and unsecured financing transactions involving nearly every Top 50 bank located north of the Mason Dixon line.
- Negotiated regulatory agreements and orders that averted or reduced fines, sanctions or both for our clients.
- Structured mergers and acquisitions that helped clients expand or consolidate their franchises.

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## Intellectual Property

Intellectual property is a key component of any well thought out business strategy. The decisions that are made in formulating and implementing intellectual property goals must advance the overall business strategy - a strategy that changes as the goals and needs of the business change. To make this happen, a business' intellectual property counsel must be able to handle complex, as well as routine, intellectual property issues. Almost more importantly, IP counsel must be able to understand the business of the client, its goals and the environment in which it operates, as well as possess the ability to communicate effectively to achieve these goals.

Regardless of your company's size or industry, Keevican Weiss Bauerle & Hirsch's Intellectual Property attorneys have the experience to work with you to put into place a cost-effective plan. We have represented companies of all sizes in a variety of industries, including financial, computer and software, medical, the Internet, and manufacturing. Members of our team practice in many forums, including the United States Patent and Trademark Office, the United States Copyright Office, state and federal courts throughout the country, and the International Trade Commission.

Our representation of clients on patent matters has included:

- Represented a developer and manufacturer of data router systems in connection with U.S. and international patent application filings for a router, a web encryption system and a network firewall.
- Represented developers and manufacturers of mining equipment in connection with patent applications for a fiber optic remote control system, continuous mining machines, a mobile conveyor, track mounted equipment and various roof support systems and devices.
- Drafted and prosecuted patent applications involving electrical and electronic devices: CATV 1-GHz repeater station, broadband RF-type distributed amplifier, method for improved silicon wafer processing and integrated circuit (IC) card.
- Drafted and prosecuted patent applications involving business methods and computer applications including internet and closed-network subscriber applications; portable computer software products; methods for law enforcement; and a fuel pump controller/communication device.
- Drafted and prosecuted patent applications involving consumer products including power and hand tools, valve assemblies, transporting device for heavy fabric, strut/spring clamp, pool-cover assembly, writing instruments, ballistic pellets and a stringed musical instrument.

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- Fought and won a dispute over rights to use a patented device threatened to derail completion of a \$210 million continuous annealing line being installed by a client in the mill of a large integrated steel company.
  - Defended a generic drug manufacturer against three patent infringement suits brought by a proprietary drug manufacturer. In all three situations, our client was able to market its product, and in one case, we were able to recover a substantial amount on a counterclaim.
  - Obtained summary judgment on behalf of a large European multinational client that was sued in Federal District Court for patent infringement and breach of contract by a competitor. The client faced millions of dollars in damages and the potential shutdown of a \$150,000,000 production line. We obtained summary judgment even though the agreements were highly complex documents, the facts of the case spanned thirty years, and the District Judge had warned us that any summary judgment motion would be futile.
  - Defended an Italian manufacturer of complex camera dollies and its American distributor in a patent infringement and trade dress suit in Federal Court brought by a California competitor. The plaintiff sought nearly \$10 million in damages. After a seven week jury trial, a verdict of only \$200,000 was awarded.

Our representation of clients on trademark matters has included:

- Defended a Fortune 500 company against claims of copyright and trademark infringement, trademark dilution, Lanham Act violations and unfair trade practices, by asserting ownership rights to design drawings and 3-dimensional novelty gift items which were manufactured in Asia and purchased by our client for resale in the United States. Following extensive discovery and our filing of a Motion for Summary Judgment, plaintiff voluntarily dismissed all claims.
- Successfully represented the owner of the exclusive endorsement rights of a famous celebrity against counterclaims for trademark infringement and dilution resulting in a dismissal of the counterclaims and a favorable settlement for our client.
- Obtained a favorable verdict against allegations of trademark infringement for use of a modified software package. We proved that the software was distinct and that our client did not breach the contract nor violate the plaintiffs' trademark rights.
- Represented an engineering consulting firm in a trade name dispute brought under state law resulting in a summary judgment ruling in favor of our client.

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- Represented a national restaurant chain in connection with trademark infringement claims against a restaurant.
  - Represented a trademark applicant in an opposition filed by a major sports league, before the Trademark Trial and Appeals Board, obtaining a favorable consent order prior to trial, and obtaining federal registration of the opposed trademark.

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## **Estates Administration**

While remaining sensitive to the emotional and human issues involved with a decedent's estate, our attorneys, will advise executors or administrators in the efficient probating of an estate regardless of its size or complexity.

We can help ease administrative and tax burdens by supervising the timely distribution of assets, obtaining appraisals of assets, filing inventory of assets, collecting debt and asset information, resolving disputes, collection of life insurance proceeds and other benefits, and preparing and filing the applicable federal estate tax return and/or Pennsylvania inheritance tax return. From the first estate decisions to the final distribution of assets to the beneficiaries, we work closely with the estate's executor or administrator to ensure that he or she is involved in every aspect of the administration of the estate. And if the need arises, we are also experienced in defending and challenging wills, distribution disputes, and fiduciary liability actions.

## **Estates Planning**

Guiding individuals and families through the complexities of planning their estates is an area of concentration for Keevican Weiss Bauerle & Hirsch LLC. Our focus is on protecting and preserving the assets of our clients in a manner consistent with their needs and expectations. We present them with a variety of options designed to minimize tax consequences at death and challenges to the estate.

The creation of individually tailored wills, lifetime and testamentary trusts, durable and limited powers of attorney, lifetime gift programs, special needs trusts, family limited partnerships, charitable foundations, Medicaid planning, and providing legal advice on the complexities of tax and property laws are just some of the estate planning legal services we offer clients for preserving family wealth. We also regularly advise clients on matters such as succession of a family business, gift tax implications, and designation of assets so that they dovetail with their estate plans.

By staying abreast of the myriad of changes that emerge each year in this area of law, we are adept at developing a personalized plan for each client regardless of the size and complexity of the estate.

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# *Litigation and Dispute Resolution Practice*

There are a million ways to lose a complex commercial legal case; our lawyers find ways to win. Our trial lawyers' experience spans all types of complex commercial litigation: securities litigation including class actions, construction cases, trade secret matters, director and officer defense cases, employment law litigation, credit recovery cases, complex insurance matters, as well as commercial disputes.

## **Commercial Disputes**

Our commercial dispute resolution practice ranges from complex international litigation to domestic appellate, arbitration and mediation work. Examples include:

- Under a long-term coal supply agreement, an electric utility committed to purchase over 2,000,000 tons of coal annually from our client, a major United States coal producer and then reinterpreted terms of the contract. After a lengthy arbitration proceeding, we secured an order requiring the utility to purchase the full contract tonnage.
- After a subcontractor's concrete materials failed, our client's general contractor was set back several months, costing several hundred thousand dollars. We argued that the subcontractor's liability insurance covered the accident and filed suit. The insurer settled the claim by paying a large percentage of the client's losses.
- After purchasing the assets of two competing businesses, our client learned that the sellers were back in business violating the covenants not to compete that they had made in connection with the transaction. We filed complaints to enjoin the unlawful competition and ultimately secured the sellers' consents to the injunctions proving the enforceability of the covenants, thereby saving our client substantial litigation costs.
- A former vice-president sued our client for several hundred thousand dollars in commissions on a score of complex equipment leases he had helped to close. Consistent with our advice, the employer offered the relatively small amount his records indicated was owed. The former employee sued, and after a complicated bench trial explaining the intricacies of each of the various equipment lease transactions, the court awarded precisely what we had advised the employee was actually due.

## **Employment Litigation**

Employers today face a growing list of discrimination claims: race, color, age, sex, disability, religion, national origin and veteran status. To help our clients fight claims, our

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lawyers work closely with human resource personnel to ensure that sound anti-discrimination policies are in place, and that supervisors and managers are implementing and following those policies.

Through our vigorous defense of these claims and daily advice on employment matters, our clients have avoided costly litigation. We consistently deliver the winning edge for employers combating the increasing flow of employment related lawsuits. Our experience includes:

- Our employment lawyers obtained summary judgment on behalf of a national client facing an age discrimination suit in federal court, saving the client the expense of a jury trial and the risk of an adverse verdict. We achieved this result in spite of the federal judiciary's increasing reluctance to grant preliminary judgments in this area of law.
- An employee, after being disciplined for failing to perform her duties and thereby causing production losses, filed a race discrimination charge with the West Virginia Human Relations Commission. Our lawyers aggressively challenged the charge, coordinated the investigation, and obtained a no cause finding which withstood appeal.
- When a major steel company was faced with a race discrimination class action lawsuit, one of our lawyers negotiated a favorable consent decree resolving the case. Our lawyers have also successfully defended this client in over 90% of the enforcement actions brought under the consent decree by the union and individual employees.
- Our lawyers aggressively defended a pension discrimination suit and obtained a summary judgment in favor of the employer, saving the client the expense and potential exposure of a trial.

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## Business Reorganization, Bankruptcy & Creditors' Rights

When a company faces a financial crisis, everyday-operating procedures can become a struggle. Credit is increasingly restricted, the ability to make payroll is in doubt, paying vendors on time is nearly impossible and overall morale suffers as a result of these financial difficulties.

Our professionals have a unique approach to break the snowball effect of a financial crisis. Through the experience of our lawyers and the use of our ancillary business, Renaissance partners, our capabilities reach beyond the scope of traditional legal services by identifying problem areas in businesses and implementing changes that have an immediate impact on the bottom line. Examples include:

- Currently representing a European corporation regarding commercial contract damages in excess of \$1,500,000 asserted against a California corporate debtor in a bankruptcy case pending in the Central District of California.
- Currently representing the primary secured creditor of the largest construction bankruptcy case filed within the last 5 years within the Western District of Pennsylvania. Successfully prevented the debtor from using the client's collateral, preventing further losses and resulting in conversion of the debtor's case to a case under Chapter 7 in the bankruptcy code.
- Successfully represented the purchaser of a graphite manufacturing division in a sale conducted under section 363 of the bankruptcy code.
- Successfully litigated claims brought on behalf of the trustee in a major steel corporation's bankruptcy that resulted in the recovery of several million dollars for the estate of the debtor.
- Served as special counsel to a leading manufacturer of railroad equipment in its complex Chapter 11 reorganization in the U.S. Bankruptcy Court for the District of Delaware.
- Successfully recapitalized and restructured debt of a tubular goods company that resulted in trade creditors acquiring convertible preferred stock to purchase the company.

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## Steel & Metals Industry Experience

Keevican Weiss Bauerle & Hirsch LLC has unparalleled experience advising metals industry clients in corporate, securities, mergers and acquisitions, labor and benefits, litigation, environmental and banking matters. Our attorneys have been involved in many of the more important transactions of the last two decades in the metals and metals-related industries. Our attorneys have:

- Represented a multi-billion dollar private equity fund in connection with due diligence and as acquisition counsel in connection with its bid for the Baltimore integrated facility of an international steel company.
- Conducted financial, marketing and operational due diligence of the largest U.S. manufacturer of SBQ bar on behalf of a \$4 billion distressed private equity and hedge fund.
- Represented a distressed private equity fund in its bid for the coke works of a national steel company.
- Represented a steel forging company in connection with legal and business due diligence leading to a possible acquisition of an Erie-Pennsylvania based steel forging company.
- Representation as Special Merger and Acquisition counsel to the Independent Steelworkers Union in connection with its bid for the assets of a West Virginia integrated steel company.
- Served as outside general counsel for the world's largest independent dedicated provider of leading edge products and services to the steel industry, in connection with the majority of its domestic acquisitions and divestitures, its labor and employment negotiations and grievance proceedings, all aspects of the company's Qualified Benefit Plans and the majority of its commercial litigation matters throughout the United States.
- Representation of a Russian finance group in business, legal and environmental due diligence in connection with its bid for the assets of an SBQ steel bar company for dismantling and transport to Russia, to be reinstalled and operated as the front end for a Chelyabinsk, Russia pipe mill.
- Due diligence on the business and assets of a national steel forge company in connection with a possible § 363 purchase in bankruptcy.

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## Natural Resources and Energy Industry Experience

Keevican Weiss Bauerle & Hirsch LLC has broad experience with assisting commercial developers, producers and lenders of properties throughout the United States, as well as particular experience with properties located in the Appalachian Basin region of New York, Pennsylvania, West Virginia, Virginia, Ohio and Kentucky, as well as the states of Louisiana, Texas, Oklahoma, California and Colorado. KWBH also has experience with international interests, most notably assisting and completing commercial transactions in North Africa.

Our experience includes:

- Private syndications to raise equity for exploration and drilling.
- Feasibility assessments of proposed alternative energy projects.
- Production payment financing for drillers.
- Working capital financing for established producers.
- Real estate title and contract work for producers, drillers and lenders.
- Purchase and sale of oil and gas interests.
- Oil and gas loan workouts, including secured party sales and deeds in lieu of foreclosure.
- International fundraising.

### **Exploration and Drilling**

Among our accomplishments in this area, we organized exploration of 8,300-kilometer tract in Algeria, assisting the company in all phases of its start-up and operations. These operation included negotiation of a joint venture with the Algerian national oil company and assistance in raising through a multi-national private placement tens of millions of dollars for its initial exploration activity and in going public on the London AIM Stock Market.

### **Mineral Transactions**

Among other transactions, we purchased a 300-acre West Virginia limestone mine from a Texas-based public energy company.

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## **Coal Transactions**

Among our many coal-related transactions, we:

- Renegotiated coal supply agreements with a New England utilities company, a Delaware utilities company and a Western New York utilities company to significantly alleviate the financial burden of the agreements imposed upon our client.
- Negotiated the purchase and sale of all the coal reserves owned by a large, publicly traded company in the Southern Illinois basin.
- Represented the Australian purchaser of coal recovery technology. The representation included negotiations with a United States steel company for the recovery of coal from a large West Virginia waste coal site.
- Financed the acquisition of substantial coal reserves in West Virginia and Virginia for an international mining company.

## **Oil and Gas Transactions**

Among our oil and gas transactions, we:

- Conducted a feasibility assessment to determine the economics and potential for commercialization of a large-scale coal gasification facility in Pennsylvania.
- Represented a Midwestern financial institution with secured extension of credit to seasoned oil and gas producers and developmental drilling partnerships with properties in the Appalachian Basin, Oklahoma, Texas and Louisiana. Representation totaled over 50 transactions, involving over \$200 million and stretching over 15 years.
- Represented one of the ten largest oil and gas producers in the United States in its funding activities, completing twenty syndications and raising over \$100,000,000 for development activities.

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## **Environmental Services Procurement**

We routinely engage consultants and engineers to perform environmental services for our clients, including Phase I, II, and III site assessments, compliance audits, needs assessments, asbestos remediation, hazardous waste remediation, contracts for the design, implementation, operation, and maintenance of pollution control and monitoring equipment, air emissions modeling, and various sampling programs and compliance reviews. In this capacity, we have solicited prospective bidders, prepared requests for proposal, evaluated bid proposals, negotiated extra work, and handled all aspects of project management for the activities secured.

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## Entertainment & Sports

Keevican Weiss Bauerle & Hirsch LLC's has a full-service entertainment law practice offering practical business and legal counsel to individuals and institutions in the entertainment industry. Our core services include the representation of clients in transactions involving the production, distribution, and financing of motion pictures and television programs as well as the acquisition and disposition of entertainment assets. The Entertainment Law Practice also represents and negotiates on behalf of actors, producers, directors, writers, distributors, publishers, entertainment executives, artists, advertising agencies, and other individuals and institutions to secure favorable agreements and results that advance careers and enhance notoriety in the entertainment field.

To provide clients in the entertainment industry with the most sound and effective counsel possible and available, our entertainment attorneys regularly consult and work with attorneys in the Firm's other practice areas and business professionals in the Firm's business affiliate, Renaissance Partners, LLC. It is as a result of this cooperative practice that the Firm provides clients with the broadest range of financial and legal services and protection.

With access to and relationships with equity investors and lending institutions throughout the world, such as venture capital and film funds and regional and national lenders, the Firm, through Renaissance Partners, is able to secure the financing necessary to materialize production, distribution, and acquisition interests, whether modest or aggressive by nature. With decades of experience in mergers and acquisitions and corporate finance, the Firm is able to manage transactions of all kinds, such as asset acquisitions, dispositions, and buyouts related to film production and distribution and television programming. The Firm's Intellectual Property, Corporate, Banking, Tax, and Labor and Employment practice areas provide additional counsel for clients as ancillary issues, such as copyright, licensing, and contractual concerns, arise in the ordinary course of business. The Firm also counsels clients on guild and union related issues.

Examples of our representation include:

- Investment bank for Los Angeles-based production company with past features including Braveheart, Passion of the Christ, What Women Want, We Were Soldiers, 187, and Forever Young.
- Legal counsel for Santa Monica-based production-company and Executive Producer for \$10 Million feature length motion picture.
- Legal counsel and investment bank for multimedia company and full-service production studio.
- Legal counsel and investment bank for \$5 Million feature length motion picture.
- Served as outside counsel to an NFL Franchise.

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- Represented individual investors in their investments in an NHL franchise.
  - Represented an individual investor in his investment in a Major League Baseball Franchise.
  - Our firm's Managing Partner serves on the Board of Directors and as General Counsel of the Pittsburgh Power Football, an Arena League Franchise.

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## Emerging Business and Technology Commercialization

Through our business advisory firm, Renaissance Partners, our professionals provide legal and business advisory services to emerging and growing businesses. Our professionals arrange financing for recapitalizations, roll-up strategies, expansions, and MBOs. In addition, we arrange venture capital investments for early stage companies and facilitate the commercialization of leading-edge technologies and bench science. Our experienced professionals have:

- Represented a Pittsburgh-based designer and manufacturer of products that clean, inspect, and rehabilitate pipes and tanks using robotically and remotely controlled mobile equipment. Our representation included the acquisition of core technology, angel, bridge and first-level institutional funding rounds and strategic alliances.
- Represented a designer and manufacturer of network security devices from company formation through five rounds of preferred stock offerings, raising in excess of \$30 million.
- Represented a producer of Web services security products from initial incorporation through two rounds of preferred stock offerings and two rounds of bridge funding.
- Represented a maker of innovative affordable battery powered office tools ranging from paper shredders to pushbutton staplers, as well as revolutionary, cap-less retractable marker products. We formed the company, represented them through three rounds of funding, and connected them to China-based manufacturers.
- Formed a California-based vendor of vulnerability assessment and management products; assisted in their stock offering and represented them in connection with a strategic alliance and assisted with the \$30 million investment in a California-based company that offers a complete suite of back-end office software.
- Represented a company that develops innovative optical lens-making equipment in raising several millions of dollars in capital.
- Worked with an existing equity fund as well as an individual in connection with the formation of a new \$100 million technology-oriented fund.
- Secured angel, bridge and first-level institutional funding rounds for a Pittsburgh-based designer and manufacturer of mobile robotic products that inspect and rehabilitate pipes and tanks. Also assisted company in forging strategic alliances and acquiring core technology.

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## Healthcare

Participants in the health care industry are now engaged in an unprecedented wave of transactions by which the industry is integrating traditionally separate and distinct medical, surgical, pharmaceutical and behavioral products and services, as well as the insurance and other financial vehicles to finance their delivery. These integrated delivery systems are designed to meet the expenditure reduction needs of corporate and government purchasers of health care.

Our knowledge of these various and distinct systems allows us to provide high-quality representation to our clients on both a national and regional basis. On behalf of our clients in this evolving health care industry, we have:

- Structured, negotiated and closed more than \$850 million in capitated and partially capitated health care contracts (measured by revenue). We designed and implemented financial and service incentives, integrated divergent health care protocols, and structured agreements to meet applicable restraint of trade and anti-kickback legal requirements.
- Acquired managed care companies from New Jersey to Washington state to the third largest behavioral health managed care company in the United States on behalf of six managed care plans.
- Pioneered the use of separate classes of stock to enable strategic partners to participate in newly created lines of business within an existing health care company.
- Acquired or joint ventured three worker's compensation managed care companies in Illinois and Pennsylvania.

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## Government Affairs & Relations

Members of our Government Affairs practice have been involved in a broad range of legislative and regulatory initiatives at the federal, state and local levels. Our practice leader served in the US House and PA State Senate, providing us with an insiders insights and contacts at all levels. The Firm is unique in this way. We have worked with extensively with the United States Congress, as well as the legislatures of multiple states, numerous local governments and authorities for many years.

Our involvement includes drafting legislation regarding such diverse areas as communications matters, immigration, financial markets, health care, organ transplantation, employment, transportation, pharmaceuticals, pension benefits and other matters. On numerous occasions, members of the Firm have assisted in securing appropriations and/or government grants, awards, loans or contracts for our clients.

The Firm's lawyers have relationships with our State Senators and Representatives, and Members of Congress, and also with the chairmen and ranking members of key committees on the federal and state levels. The practice attorneys routinely work with the members and staffs of these committees to effect the changes that will benefit our clients. The members of the Firm have also worked with the White House, various Governors' and Mayors' offices and wide variety of advocacy groups.

Our experience includes the following:

- Drafted language for numerous bills and resolutions and for floor debate for members of Congress and Pennsylvania House and Senate.
- On behalf of a well-known retail outlet, utilizing Congressional assistance, we were able to secure permits for the retail outlet to operate in certain locations in the south.
- Actively worked the proposed legislative reform of the Hatch/Waxman process that governs brand name drugs, generic drugs and the Food and Drug Administration.
- The firm has been instrumental in securing millions of dollars through the congressional appropriations process for its client in the water resources business.

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## Corporate Governance

The financial fallout from corporate overspending, whether through the hefty stock and benefits packages given to top executives or the funding of personal loans to management through company dollars, has led to dramatic changes in governance regulations. Legislators, regulators and investors are placing more emphasis and scrutiny on the obligations of company officials to fulfill fiduciary duties to company shareholders.

Company executives can be easily overwhelmed by the difficult task of ensuring that their company's actions comply with myriad regulations. In a telling Pricewaterhouse Coopers Management Barometer survey, 75% of the interviewed senior executives at large multinational companies in the U.S. and Western Europe expect their board of directors will have to play a more active role in corporate oversight.

Our corporate governance professionals have experience with guiding businesses through this complex maze of statutory obligations, including specifying the distribution of rights and responsibilities among board members, managers, shareholders, and other stakeholders, and spelling out the rules and procedures for making decisions on corporate affairs. By doing this, we provide the structure through which company objectives are set and met, and ensure that the means for obtaining those objectives and monitoring performance are objective, adequate, and transparent.

- Advised a major American corporation on the division of authority between board of directors and officers with respect to entering into employment agreements with provisions for guaranteed annual salaries, bonuses and stock options, pursuant to state business law regulations.
- Advised client-company's board of directors on establishing criteria for officer compensation, navigating procedures for determining and approving such compensation, and creating in-house oversight for major compensation programs, including the issuance of stock options under the Securities and Exchange Act of 1934 and the Internal Revenue Code.
- Created and reviewed corporate bylaws to facilitate hiring authority for client-company, including the negotiation of specific employment agreement provisions.

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## *Attorney Profiles*

Profiles of our attorneys are provided in the following pages. Keevican Weiss Bauerle & Hirsch website is [www.kwbhlaw.com](http://www.kwbhlaw.com).



## **LEO A. KEEVICAN, JR.**

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### **Education**

Yale University (B.A., 1971)  
Boston University School of Law  
(J.D., 1975)  
The Pennsylvania State University  
(Graduate School Economics,  
1971 - 1972)

### **Memberships**

United Way of Allegheny County,  
Board Member  
Board Member, Shadyside Hospital  
Foundation  
West Penn Chapter of the March of  
Dimes, Board Member

Since co-founding Keevican Weiss Bauerle & Hirsch LLC, Leo A. Keevican, Jr., has steered the law firm with a clear vision—focusing on the needs of business.

The *Post-Gazette* called Mr. Keevican a "middle-market merger maker" and "one of Pittsburgh's busiest mergers and acquisitions attorneys." In fact, Mr. Keevican has led the firm in orchestrating over 400 transactions. During his more than 30 years of practice, Mr. Keevican has completed transactions involving operations or companies throughout the United States, Europe, Asia, Central and South America and Australia.

Over the Firm's history, Mr. Keevican has launched five ancillary services to provide additional professional services to its clients. In a *Chicago Tribune* article entitled, "Law firms take steps out of the box," Mr. Keevican was quoted for being among the first law firms in the country to establish ancillary services.

Among his accomplishments in his legal practice, Mr. Keevican has had extensive dealings in both the steel and rail industries. The Firm, under his leadership, has worked with over fifty companies in the steel industry and helped form MotivePower, the largest remanufacturer of railroad locomotives in the United States. He has represented a privately held international manufacturing company in its acquisition of one of Europe's largest railroad wheel and axle manufacturers from one of the world's largest producers of stainless steel.

Mr. Keevican and his M & A group represented the purchasers of Rouge Steel from Ford Motor Company. He also represented a publicly held manufacturer in a merger, resulting in the creation of a \$1.3 billion diversified manufacturing concern. Mr. Keevican was instrumental in creating the only American-owned ferroalloys manufacturer by winning a 30% reduction in wage and benefit costs from the United Steelworkers of America. He also organized and developed a U.S. presence for a French-owned manufacturing company and served as its general counsel, negotiating over \$400,000,000 of contracts.

Mr. Keevican served as the Secretary and General Counsel of Freedom Forge Corporation (Standard Steel) and as a Director of American Alloys, Inc., since each company's inception. He has served as a member of the Board of Directors of the United Way of Allegheny County, Shadyside Hospital Foundation and the West Penn Chapter of the March of Dimes. Mr. Keevican is also active in major fund raising campaigns for the Hillman Cancer Center, the Little Sisters of the Poor and Catholic Charities.



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## **MICHAEL A. WEISS**

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### **Education**

Washington and Jefferson College  
(A.B., magna cum laude, 1970)  
Vanderbilt University School of Law  
(J.D., 1973)

### **Memberships**

American Diabetes Association,  
National Board of Directors

Michael A. Weiss is a member of the Board of Directors of Keevican Weiss Bauerle & Hirsch LLC.

Mr. Weiss' practice is concentrated in corporate matters with particular focus on the tax aspects of business financing, mergers and acquisitions and estate and business succession planning. During his 28 years of practice in Pittsburgh, Pennsylvania, Mr. Weiss has completed transactions involving operations in companies throughout the United States and in numerous foreign countries. He has served as Vice President, Secretary and General Counsel of L.B. Foster Company, and as Secretary and General Counsel of Rouge Steel Company and MotivePower Industries, Inc. (formerly MK Rail Corporation). He also serves on the Board of Directors of numerous private corporations and charitable organizations and is past National Chair of the Board-Elect of the American Diabetes Association.

Among his accomplishments in his practice, Mr. Weiss has:

- Represented a steel products distribution company specializing in rail materials, tubular goods and constructions products in its sale to a well-known leverage buyout firm. As General Counsel, he oversaw the Company's initial public offering of its common stock, successfully raised over \$33 million in fresh equity capital.
- Rolled back nearly one hundred years of labor protection of railroad employees under Interstate Commerce Commission regulations in a transaction that became the model for dozens of national railroad reorganizations.
- Served as corporate general counsel in the initial public offering of a fully integrated domestic steel manufacturer with sales of over \$1.1 billion.
- Successfully protected a publicly held manufacturer of rail and related transportation products from the financial difficulties and ultimate bankruptcy reorganization of its majority stockholder.



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## **JAMES F. BAUERLE**

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### **Facsimile**

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### **Education**

Oberlin College (B.A., 1976)  
Cornell University (J.D., 1979)

### **Memberships**

Banking Law Journal,  
Board of Editors

James F. Bauerle's practice is concentrated in business advisory and financial services. He has completed numerous complex financings, acquisitions, joint ventures, and strategic alliances, particularly in the financial services and healthcare industries. Mr. Bauerle also has significant experience in real estate and real estate financing matters, having represented nationally known lenders, developers, landlords and business tenants.

Mr. Bauerle has lectured before financial services, industry and professional groups on issues ranging from anti-takeover measures to product profitability to the effective uses of capital. He regularly contributes articles to regional and national publications. Mr. Bauerle has also served as an executive officer and director of publicly traded and privately held financial services companies.

In his more than twenty-five years of law practice, Mr. Bauerle has:

- Co-led the triage and turnaround of a troubled national bank victimized by a massive scheme of irregular loans.
- Developed the first application of tracking stocks in the health care industry.
- Structured and completed numerous joint venture arrangements, including one in the insurance industry that returned more than 1,000% on the client's investment during a three year period.
- Disposed of clients' non-core businesses, achieving significant financial savings through the process of negotiating and completing the transactions.
- Prevented losses by restructuring or avoiding transactions that would have led to losses had they been completed on the terms initially negotiated with counterparties.



## **DAVID J. HIRSCH**

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### **Education**

University of Chicago (B.A., 1976)  
The Ohio State University College of  
Law (J.D., 1979)

### **Memberships**

American Bar Association, Business  
Law and Antitrust Law Section  
Allegheny County Bar Association,  
Corporate Law Section

David J. Hirsch's practice is concentrated in corporate acquisitions, securities law and antitrust law. His general corporate experience includes negotiation, analysis and drafting of commercial contracts of all varieties; development of the capital structures of acquisition companies and operating companies; mergers and acquisitions negotiations; analysis of business issues relating to mergers and acquisition agreements and transactions; public offering and private placements of securities and compliance with the Securities Exchange Act of 1934; representation of lenders and borrowers in connection with bank financings; and representation of boards of directors with regard to corporate governance and shareholders' rights matters.

Representative matters in which Mr. Hirsch has participated include:

- Represented a publicly held manufacturer of rail and related transportation products in a merger, resulting in the creation of a \$1.3 billion diversified railroad component and manufacturing concern. The representation included analyzing and resolving a number of issues regarding high yield debt instruments and negotiating and preparing the merger agreements, proxy statements and registration statements.
- Helped a small privately held staffing company grow to a \$500 million publicly held company through mergers. The representation included the completion of 10 acquisitions over a two-year period as well as a \$100 million tender offer and merger with a public company that doubled its size.
- Represented two major insurance company plans in purchasing a provider of case management and utilization services for mental health care. Assisted in further expanding and capitalizing the business through the sale of equity interests to four other plans, and ultimately sold the business for a substantial profit to a for-profit public company.



## **DONALD E. AMBROSE**

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### **Practice Areas**

Banking and Bank Regulatory  
Law  
Energy and Natural Resources  
Law  
Land Use and Development

### **Education**

Washington and Jefferson College  
(B.A., 1969)  
Duquesne University School of  
Law (J.D., 1972)

### **Memberships**

Allegheny County Bar  
Association - Business Law  
Section

Donald E. Ambrose is a Member of Keevican Weiss Bauerle & Hirsch LLC. His practice is concentrated in banking, commercial financing transactions, municipal finance, bond transactions and commercial real estate. He has wide experience representing institutional lenders and borrowers in corporate financing transactions with respect to both asset (UCC and non-UCC collateral) and real estate based credit facilities. He has frequently assisted developers and financiers in commercial real estate projects. He has also represented underwriters, municipalities and issuers in municipal bond offerings.

Prior to joining Keevican Weiss Bauerle & Hirsch LLC in 1994, Mr. Ambrose was Vice President and Senior Counsel for PNC Bank.

Representative matters in which Mr. Ambrose has participated include:

- Disclosure Counsel in a \$147,000,000 competitive bid municipal general obligation bond issue for the City of Pittsburgh.
- Letter of Credit bank counsel in a \$55,000,000 aggregate principal amount series of variable rate demand revenue bonds issued on behalf of a regional health care provider.
- Negotiated and drafted documents and closed a \$60,000,000 senior secured syndicated credit facility to a replacement residential window manufacturer and distributor with multi-state locations.
- Negotiated a \$50,000,000 senior secured syndicated revolving credit and term loan facility for a mobile TV production client.
- Represented a private investment partnership providing revolving credit and term loan financing (with warrants) to a newly formed entity to acquire the assets of a leading producer of specially coated textiles operating as a debtor-in-possession in Chapter 11.
- Represented a regional limestone mining company in refinancing revolving credit, non-revolving credit and term loan indebtedness aggregating \$11,500,000 secured by all commercial personalty of the borrower (including as-extracted mineral inventory consisting of quarried limestone) and fee-simple and leasehold mortgage liens against all of its real estate.
- Represented a community development corporation in its income participation investments in and term loans to small entrepreneurial businesses in Western Pennsylvania.
- Represented an owner and its operator of a state-regulated assisted care living facility in refinancing of existing indebtedness with permanent financing insured by the U.S. Department of Housing and Urban Development.
- Represented the same owner and operator of a state-regulated assisted care living facility in the sale of assets to a national provider of assisted living and retirement communities.
- Represented a privately held financial services company in the development of a master program for the owner and licensor of computer programs and documentation to provide financing of user license fees therefor.

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- In conjunction with an affiliated entity, Fi Cap Strategic Partners® LLC, performed credit policy and portfolio analysis for a government related secondary market lender. Represented a regional lender providing senior secured revolving credit facilities to a regional full service electrical contractor.
  - Represented a national provider of employment and background screening services in connection with the \$26,500,000 aggregate principal amount revolving credit and term loan facilities.
  - Acted as Pennsylvania real estate counsel to a privately held energy company engaged in the exploration, development, production, gathering, aggregation and sale of natural gas and oil in the Appalachian Basin in connection with the \$200,000,000 refinancing of its credit facilities.



Roger M. Bould is a Member of Keevican Weiss Bauerle & Hirsch LLC.

His practice is concentrated in the areas of bankruptcy and creditors' rights. He has experience in all aspects of Chapter 11 bankruptcies, particularly in the sale and transfer of business assets on a going-concern basis. He has represented leading lending institutions and commercial landlords on insolvency, foreclosure and other matters relating to problem loans. He also has significant commercial litigation experience.

## ROGER M. BOULD

Mr. Bould has served as lead or co-lead counsel to debtors-in-possession in notable representative Chapter 11 cases including:

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- World Class Processing, Inc.
- The Bennett Funding Group, Inc.
- Concord Steel, Inc.
- AG Industries, Inc. (Acutus Gladwin)
- Miller Centrifugal Casting Co., Inc.
- Oakmont Steel, Inc.
- Commercial Steel Corporation
- Anker Coal Company
- National Record Mart, Inc.
- VP Energy, Inc.
- Pittsburgh Food & Beverage, Inc.

### Practice Areas

Bankruptcy and Creditors'  
Rights  
Energy and Natural Resources  
Law  
Litigation

Mr. Bould has also represented banking institutions, leasing companies and vendors in connection with various commercial disputes, including foreclosures, receiverships, dealership disputes and general collection matters.

### Education

The Pennsylvania State  
University (B.S., 1983)  
Duquesne University School of  
Law (J.D., 1989)

### Memberships

Allegheny County Bar  
Association

### Bar Admissions

Pennsylvania Supreme Court  
U.S. District Court for the  
Western District of  
Pennsylvania  
U.S. District Court for the  
Northern District of Ohio  
U.S. Court of Appeals for the  
Third Circuit



## **MATTHEW D'ASCENZO**

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### **Practice Group**

Corporate

### **Education**

B.A., Vassar College, 1996 (cum  
laude in  
major and general studies)  
J.D., University of Chicago, 1999

### **Memberships**

Member, Phi Beta Kappa  
President, Southside Lofts  
Condominium  
Association

Matthew R. D'Ascenzo is a senior associate in the Corporate Practice Group of Keevican Weiss Bauerle & Hirsch LLC.

Mr. D'Ascenzo's practice is concentrated in corporate law, mergers and acquisitions, banking, and antitrust matters. He has experience representing domestic and international public and private entities including corporations, limited liability companies, partnerships, and sole proprietorships. He has represented such entities in mergers, stock and asset acquisitions, corporate governance and entity formation matters, complex recapitalizations and reorganizations, domestic and international joint venture transactions, management buyouts, commercial transactions, dissolutions and liquidations, and technology licensing. Mr. D'Ascenzo also has experience representing clients in the negotiation and documentation of bank loans and the private placement of securities.

Mr. D'Ascenzo has represented clients in many businesses and industries including metals manufacturing, publishing, financial services, products distribution, energy, chemicals, coatings, environmental services, and healthcare. Mr. D'Ascenzo also has experience representing private equity investors and technology start-ups.

Prior to joining the Firm, Mr. D'Ascenzo served as senior counsel to a global provider of nuclear services, fuel, and power plants, where he focused on international matters.

During his career, he has:

- Negotiated and drafted documentation for a management leveraged buyout of a manufacturing company;
- Negotiated and drafted documentation for the licensing of civilian nuclear power technology to a foreign state entity in connection with the sale of four nuclear power plants;
- Drafted an asset purchase agreement, a stock purchase agreement, and related documents for an acquisition involving the sale of a division of an aerospace products company, which was part of a Fortune 100 conglomerate;
- Assisted with multiple cross-border internal restructurings for a Fortune 500 company, including the creation of various U.S. and Canadian subsidiaries and numerous issuances and transfers of equity securities and cash;
- Assisted in the creation of a joint venture between a Fortune 500 U.S. manufacturer of industrial coatings and a publicly-listed foreign competitor for sales to manufacturers with production facilities in North America and Europe; and



### ***Christine M. Dolfi***

Christine M. Dolfi is a Member Keevican Weiss Bauerle & Hirsch LLC.

Her practice is concentrated in real estate with an emphasis in land development, leasing and complex financing.

Prior to joining the firm, Ms. Dolfi served as in-house counsel for the 84 Lumber Company. In her role, she addressed business and real estate matters related to the development company including the determination of raw land to be acquired, negotiation and implementation of the acquisition and development of the property. She also assisted with the disposition of excess properties.

Ms. Dolfi also served as the Director of 84's outdoor advertising company, where she was responsible for the operations of the outdoor advertising business.

In addition to Ms. Dolfi's in-house experience, she also practiced in a law firm where she was in the real estate, corporate and estate groups.

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### **Practice Areas**

Real Estate  
Land Use Development & Regulatory Law  
Construction Law  
Corporate & Business Law  
Mergers & Acquisitions  
Natural Resources Law & Energy  
Estate Planning  
Estate Administration

### **Education**

Pennsylvania State University (B.A.  
1986)

Duquesne University School of Law (J.D.  
1989) Law Review

### **Memberships**

Allegheny County Bar Association  
Pennsylvania Bar Association  
United States Supreme Court  
United States Court of Appeals for the Third Circuit  
United States District Court for the Western District of Pennsylvania  
Pennsylvania Supreme Court



## **BRIAN P. FAGAN**

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### **Practice Areas**

Litigation  
Construction Law  
Bankruptcy and Creditors'  
Rights  
Labor and Employment

### **Education**

Washington & Lee University  
(B.A., 1988)  
Pepperdine University School  
of Law (J.D., 1993)

### **Memberships**

Allegheny County Bar  
Association  
Pennsylvania Bar Association  
American Inns of Court,  
Pittsburgh Chapter

Brian P. Fagan is a Member of Keevican Weiss Bauerle & Hirsch LLC. His practice is concentrated in commercial litigation. He has represented a broad range of corporate clients and individuals in health care, construction, municipal and finance matters. During his career, he has represented major healthcare insurers in numerous disputes, including:

- Obtained summary judgment in a financing transaction dispute relieving the client from a potential claim exceeding \$1 million.
- Successfully argued and prevailed on an appeal to the Delaware Supreme Court on a commercial contract dispute affirming a \$1.3 million judgment.
- Secured successful resolution of a partnership dispute by aggressively pursuing novel diversion of partnership opportunity theory, affirming client's ownership interest in large scale wind farm development
- Defense of a multi-million dollar securities fraud action, positioning matter for advantageous settlement
- Defended a healthcare provider franchisor in a multi-million dollar franchise valuation dispute and re-positioned case as claims against franchisee, resulting in money judgment for the client
- Successfully prosecuted seven-figure adversary claim on behalf of unsecured creditors committee in commercial bankruptcy action through multi-tiered appeal to United States Circuit Court of Appeals for the Third Circuit, resulting in an advantageous settlement for client
- Prosecution of a multi-million dollar provider fraud claims
- Defense of ERISA, fraud and statutory bad-faith insurance claims
- Defense of a Medicare provider-reimbursement action, involving complex, novel issues of federal and state statutory construction.
- Defense of federal and state actions by healthcare providers and suppliers for various statutory and common-law claims.
- Participated in obtaining a jury verdict in a 1983 civil rights land-use dispute, ultimately resulting in a substantial award to the client, a real estate developer, as well as the recovery of attorneys' fees and costs.
- Obtained a defense verdict in a mechanics' lien claim that prevented a potentially disastrous financial setback for the client, an industrial component manufacturer.



## **PAUL J. GITNIK**

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### **Practice Areas**

Business Law  
Tax, Estates & Trusts  
Non-Profit Organizations  
Real Estate

### **Education**

Duquesne University (B.A.,  
1982)  
Duquesne University School of  
Law (J.D., 1995)  
Georgetown Law Center (LLM,  
1987)

### **Memberships**

Allegheny County Bar  
Association  
Pennsylvania Bar Association  
U.S. District Court for the  
District of Columbia  
United States Tax Court

Paul concentrates in the areas of business, estates & trusts, municipal, nonprofit, real estate and tax law.

He founded in 1991 SOCRATES, INC., which provided claims recovery outsourcing, technology and consulting services and solutions to the health payor industry which he sold in 2007. During his tenure, SOCRATES, INC. was selected an AHIP Solutions Partner and an A.M. Best rated recommended subrogation firm. Mr. Gitnik stewarded the development of SOCRATES, INC.'s proprietary Subrogation Outsourcing Case Review And Tracking Empowerment System ("SOCRATES") and the MY SOCRATES family of proprietary software programs.

Mr. Gitnik was on the adjunct faculty of Duquesne University School of Law, where he taught Business Planning, Mercyhurst College, where he taught Estate Planning and Penn State Continuing Education for Accountants, where he taught, Choice of Business Entities.

He is or has been a member of nonprofit boards, including the Phipps Conservatory and Botanical Gardens, Pittsburgh Opera, Pittsburgh Mercy Foundation, Hamot Health Foundation, St. Vincent Health Center, Preservation Pennsylvania, Erie Art Museum and Jefferson Health System.



## **MELISSA HART**

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### **Practice Groups**

Entertainment Law  
Governmental Affairs &  
Contracts (Chair)

### **Education**

Washington and Jefferson College  
University of Pittsburgh School of  
Law

Former U.S. Congresswoman Melissa Hart is returning to her legal roots at Pittsburgh-based law firm, Keevican Weiss Bauerle & Hirsch LLC. Hart rejoins the firm as a Member.

Hart was of counsel to the firm for several years prior to her three terms in the U.S. House of Representatives, which began in January 2001 and concluded in January 2007.

She is a graduate of Washington and Jefferson College and the University of Pittsburgh School of Law, and has been actively engaged with the Pittsburgh business and legal and civic communities for two decades.

Hart is the first Republican woman in history to represent Pennsylvania at the federal level. While a member of the U.S. House, Hart served on the high profile House Ways and Means Committee, which had jurisdiction over taxes, trade, welfare programs, health issues and Social Security.

She also served on the Financial Services, Judiciary, Science and Ethics committees. Prior to her service in Congress, she served for 10 years in the Pennsylvania State Senate, where she chaired the Finance committee. Her jurisdiction included oversight of the State Department of Revenue, Treasurer, public pension systems and the Lottery.



**JARED LELAND**

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**Practice Groups**

Corporate  
Entertainment Law

**Education**

The Catholic University of America  
- Columbus School of Law  
(J.D. Received May of 2003)  
Boston College - Chestnut Hill MA  
(B.A. in Political Science May of 2000)  
Lancaster University –  
(UK) (January - June 1999)

**Memberships**

Allegheny County Bar Association  
American Bar Association Pennsylvania  
District of Columbia  
United States District Court for the  
Western District of Pennsylvania  
United States Court of Appeals for the  
Third Circuit  
United States Court of Appeals for the  
D.C. Circuit  
United States Court of Appeals for the  
Ninth Circuit  
United States Court of Appeals for the  
Eighth Circuit  
United States District Court for the  
District of Columbia

Jared N. Leland is a Member of Keevican Weiss Bauerle & Hirsch LLC and a Principal of the firm's investment banking affiliate, Renaissance Partners LLC. Mr. Leland's practice is concentrated in the areas of mergers and acquisitions, corporate finance, and business law, and as a Principal of Renaissance Partners LLC, Mr. Leland conducts buy-side and sell-side searches, drafts and presents business plans and proposals, and structures and otherwise arranges investment capital and financing for clients throughout the country. Mr. Leland is also a member of the firm's natural resources practice and a founding member of the firm's entertainment law practice.

Mr. Leland was selected to be one of Pennsylvania's 2008 Super Lawyers/Rising Stars.

Before joining the firm, Mr. Leland was Spokesman and Legal Counsel for a nonprofit law firm specializing in constitutional, federal, and state law litigation pertaining to religious exercise and expression. He also worked for the United States International Trade Commission, a private law firm in the District of Columbia, and interned for a DC Superior Court judge while attending law school.

Mr. Leland and his Entertainment practice were featured on Pittsburgh Renaissance (Business) Radio 1360 am on January 23, 2009.



***Paul H. Minton***

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**Practice Areas**

Banking and Bank Regulatory  
Law  
Real Estate  
Corporate & Business Law  
Mergers & Acquisitions  
Labor and Employment  
Estate Planning  
Estate Administration  
Tax and Benefits

**Education**

Pennsylvania State University  
(B.S. 1987)  
Duquesne University School of  
Law (J.D. 1997) Law Review

**Memberships**

Allegheny County Bar  
Association  
Pennsylvania Bar Association  
United States District Court for  
the Western District of  
Pennsylvania  
Pennsylvania Supreme Court

Paul H. Minton is a Member of Keevican Weiss Bauerle & Hirsch LLC. His practice is concentrated in banking, commercial financing transactions, municipal finance, bond transactions and commercial real estate. He has 13 years' experience representing banks, insurance companies and borrowers in loans and other financing transactions, as well as in real estate development projects.

In addition, Mr. Minton has advised corporate clients on choice of entity issues, mergers and acquisitions, contracts and employment issues, as well as business succession planning.

Mr. Minton has also consulted on various tax issues for estates, corporations, partnerships and individuals. He has significant experience in estate administration matters, including estate litigation.



**MARK V. SANTO**

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**Practice Areas**

Corporate and Business Law  
International Business Law  
Mergers & Acquisitions

**Education**

Duquesne University (B.A., 1978)  
Duquesne University (J.D., 1981)  
University of Florence School of  
Law (European Community  
Law, 1982)  
Georgetown University Law Center  
(LLM, International and  
Comparative Law, 1983)

**Memberships**

Pennsylvania Bar Association  
American Bar Association  
International Bar Association  
Pittsburgh Middle East Institute  
Foreign Policy Association  
Italy-American Chamber of  
Commerce  
Italian – American Chamber of  
Commerce Midwest

Mark V. Santo is a Member of the International Business Law Practice Group of Keevican Weiss Bauerle & Hirsch LLC.

Mr. Santo's practice is concentrated in international business, law, finance and managerial experience. Mr. Santo began his international legal career following his graduation from Georgetown University Law Center with a degree in International and Comparative Law. Over a twenty year career in international business, Mark has acquired a network of international associates and colleagues.

Early in his career, Mr. Santo joined the *Finmeccanica Group* of Rome, Italy. Finmeccanica is one of the world's largest aerospace groups engaged in the development, design and manufacture of aircraft, helicopters, satellites, missile systems and other equipment for the defense, aeronautics, transportation, helicopter, energy, space, information technology and microelectronic industries.

Mr. Santo played a key role in transforming Finmeccanica's industrial process automation group, Elsag Bailey Process Automation N.V., into the then most important investment in the U.S. by an Italian company. Specifically, he served as Group Vice President and General Counsel with respect to the management of over \$3 billion dollars of cross border mergers and acquisitions. This consolidation program within the industrial process automation sector resulted in Elsag Bailey revenue growing from \$300 million to \$2 billion within a seven year period, and culminated in a workforce of 12,000 employees and 40 operating units in more than 25 countries. The Elsag Bailey Group thus became the second largest process automation group in the world, with its shares listed upon the New York Stock Exchange. Mr. Santo played a major role in the subsequent divestiture of the Elsag Bailey Group in a sale to *Asea Brown Boveri* ("ABB") at a 100% increase in share value.

In 2001, Mr. Santo was a founding member of Glengary Ventures LLC ([www.glengaryventures.com](http://www.glengaryventures.com)), an early stage private equity fund. While at Glengary, he served as COO of Nanodielectrics Corporation, an early stage solar cell technology enterprise. In 2003, he acquired Parvus Corporation, an aerospace electronics group based in Salt Lake City on behalf of a European based multinational, the *Eurotech Group* of Udine, Italy. Following this acquisition, he served as President of Parvus Corporation and successfully led the restructuring of *Parvus* and grew its revenue and profitability.

Mr. Santo has also recently served as an Adjunct Professor at Duquesne University's John F. Donahue Graduate School of Business in Pittsburgh, Pennsylvania where he taught Strategic Formation and Implementation. He was also elected to serve as President and CEO of the Cleveland Council on World Affairs.



Seth R. Zimmerman is an associate member of Keevican Weiss Bauerle & Hirsch LLC. He concentrates his practice on complex mergers, stock acquisitions, management buyouts, and real estate transactions, as well as the capital raising and structuring relating to each. He is also general counsel for a company that develops technologies with bactericidal and fungicidal qualities for both in vivo and ex vivo applications.

Mr. Zimmerman is the head of the Western Pennsylvania chapter of the Amherst College Alumni Association. He was also captain of Penn State's national appellate moot court team.

**SETH R. ZIMMERMAN**

Prior to his legal career, Mr. Zimmerman worked for a major New York insurance and financial management company.

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**Practice Areas**

Banking and Bank Regulatory Law  
Corporate and Business Law  
Emerging Business  
Real Estate  
Technology Law  
Private Equity and Venture Capital

**Education**

Amherst College (B.A., 1998)  
Penn State Dickinson School of  
Law, (J.D., 2007)

**Memberships**

Allegheny County Bar Association