

JENNER & BLOCK

*“Respect, and even reverence, for the law is
at the very heart and soul of this society.”*

— Albert E. Jenner, Jr.

Our Values and Mission

Jenner & Block has a value-based culture. We believe:

- **Exceeding Client Expectations** is the top priority of the Firm.
- **Serving the Firm** is the responsibility of every attorney.
- **Continuous Learning/Quality** is required to expand our skills and produce the best work.
- **Respecting and Rewarding our People** is a hallmark of our culture.
- **Serving Our Community** is a requirement of every attorney in the Firm.

Our values and culture guide our mission:

To exceed our clients' expectations every day by providing the highest caliber of legal counsel and advice, to contribute to the legal profession, to maintain our long tradition of public and community service and to provide our people with outstanding and challenging career opportunities.

*Jenner & Block — a great law firm committed
to the law, to the profession, to our clients,
to our community and to our people.*

Firm Strength

Jenner & Block has approximately 500 attorneys who offer significant experience in virtually every area of the law.

- Founded in 1914
- Offices in Chicago, Los Angeles, New York and Washington, DC
- More than 40 partners recognized as “America’s Leading Lawyers” by *Chambers USA*. Numerous attorneys listed in *Legal 500*
- Named to *The National Law Journal’s* “Appellate Hot List” in 2009, 2010 and 2011
- Members of the Supreme Court Bar, the bars of every United States Court of Appeals and numerous District Courts, and members of state bars throughout the country
 - Thirteen Fellows of the American College of Trial Lawyers
 - Two former U.S. Attorneys, 14 former Assistant U.S. Attorneys
- More than 50% of the Litigation Department attorneys have clerked for judges, including seven former U.S. Supreme Court Clerks
- Argued 23 cases before the U.S. Supreme Court in the past nine terms
- Serve on federal and state rules advisory committees and authors of legal textbooks and treatises
- Leaders in the American Bar Association, state and local bar groups, and civic and community organizations
- Traditional home to judges, scholars and legal luminaries



Business & Financial Transactions Practice

We serve clients across a wide range of strategic business transactions and counseling matters.

Our lawyers represent many international and domestic clients in connection with mergers and acquisitions, joint ventures, strategic alliances and dispositions of businesses. We also regularly advise clients in connection with public and private securities offerings and financings. Our attorneys provide services through the following practices:

- Association Practice
- Bankruptcy, Workout and Corporate Reorganization
- Climate and Clean Technology Law
- Commercial Law and Uniform Commercial Code
- Corporate
- Corporate Finance
- Employee Benefits and Executive Compensation
- Environmental, Energy and Natural Resources Law
- Labor and Employment
- Mergers & Acquisitions
- Private Client Practice
- Private Equity/Investment Management
- Public Policy
- Real Estate
- Real Estate Securities Practice
- Securities
- State and Local Tax Counseling
- Tax Practice

Corporate Practice

Representative Recent Transactions

Mergers & Acquisitions

General Motors

- Sale of substantially all of General Motors' assets to a newly-formed entity sponsored by the United States Treasury in connection with GM's voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.
- \$5.6 billion sale of Allison Transmission to The Carlyle Group and Onex Corporation.
- Sale of 34% of Hughes Electronics (DirecTV) to News Corp. for \$6.6 billion and spin off of the balance to GM stockholders.

Equity Group Investments (Sam Zell)

- \$8.2 billion going-private transaction involving the Tribune Company.

General Dynamics

- \$2.2 billion acquisition of publicly traded Anteon International Corp.
- \$1.5 billion acquisition of publicly traded Veridian Corp.
- \$1.1 billion acquisition of GM's armored vehicle business.
- \$640 million acquisition of publicly traded Axsys Technologies Inc.

Honeywell

- \$720 million acquisition of Metrologic Instruments, Inc.
- \$400 million acquisition of Hand-Held Products.
- Acquisition of Callidus Technologies LLC.

RCN Corporation

- \$1.2 billion sold to ABRY Partners.

KPS Capital Partners

- Acquisitions of Labatt distribution business in U.S. and High Falls Brewing Company and related formation of North American Breweries, Inc.
- Acquisitions of Cloyes Gear and Products, Jernberg Industries, Impact Forge, FormTech and the bearings business of Delphi Automotive Systems and related formation of HHI Holdings, LLC.

Motorola

- \$350 million sale of its Embedded Communications Computing business to Emerson Electric Co.

Takeda Pharmaceutical

- Conclusion of TAP Pharmaceutical Products joint venture (\$3.1 billion revenues) with Abbott Laboratories.

The Inland Real Estate Group

- \$375 million sale of providers of business advisory and property management services to Inland Western Retail Real Estate Trust, Inc.
- \$197 million sale of providers of business advisory and property management services to Inland Retail Real Estate Trust, Inc.

Securities & Finance

General Dynamics

- Multiple public offerings of debt securities in the amounts of \$2 billion, \$1.1 billion, \$1 billion and \$750 million.

General Motors

- \$23.1 billion initial public offering of common stock and Series B mandatory convertible junior preferred stock.
- Multi-tranche global offering of straight and convertible debt securities totaling \$17.6 billion.
- \$5.0 billion five-year secured revolving credit facility.
- Issuance of \$4.4 billion of convertible debt securities to a new VEBA trust established to fund post-retirement medical care benefits for GM's UAW-represented employees.
- \$1.5 billion public offering of convertible debt securities.
- \$911 million public offering of News Corp. ADRs.
- Restructuring various leveraged equipment lease transactions in connection with GM's voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

Hawaiian Electric

- \$300 million senior unsecured revolving credits for parent and utility subsidiary.

Viskase (Icahn Enterprises)

- \$175 million Rule 144A note offering.
- Preferred stock offering and related registered rights offering.

General Motors Asset Management

- Numerous fund and direct private equity investments.

Chicago Board of Trade

- Demutualization and restructuring into a for-profit company.
- \$200 million initial public offering.

HHI Group Holdings (KPS Capital Partners)

- \$300 million asset-based and term loans in connection with dividend recapitalization of a KPS Capital Partners portfolio company.

John B. Sanfilippo & Son

- \$160 million secured credit facility.
- \$100 million private note placement.
- Registered public offering of \$82 million of common stock.

Brown Jordan

- Out-of-court restructuring with Section 4(2) exchange offer, new secured credit facility and private equity exit financing.

The Northern Trust Company

- \$157 million asset based loan for an equipment leasing company.

EMCORE Corporation

- \$162 million registered exchange offer of common stock and new convertible debt for outstanding convertible debt securities.
- Private placement and subsequent registration of \$100 million of common stock.

Litigation Department

Jenner & Block has one of the most prominent and successful litigation departments in the country.

The Firm's more than 300 litigators have won impressive victories in a broad range of complex and challenging civil and criminal cases before federal, state and administrative courts, and in arbitrations. We regularly represent clients before the United States Supreme Court, in all of the 13 United States Circuit Courts of Appeals, and in federal district courts and state courts nationwide. Our attorneys provide services in:

- Antitrust Litigation
- Appellate and Supreme Court Practice
- Bankruptcy Litigation
- Communications
- Class Action
- Complex Commercial Litigation
- Creative Content
- Environmental Litigation
- ERISA Litigation
- Family Law
- First Amendment
- Government Contracts
- Health Care Litigation
- Insurance Litigation and Counseling
- Intellectual Property
- International Arbitration
- Labor and Employment
- Products Liability and Mass Tort Defense
- Professional Responsibility
- Real Estate and Construction Litigation
- Reinsurance Practice
- Securities Litigation
- Technology Litigation
- Trademark, Advertising and Unfair Competition Practice
- White Collar Defense & Investigations

Litigation Department Highlights

- **More than 400 litigators.**
- **13 Fellows of the American College of Trial Lawyers.**
- **Our attorneys' extensive complex litigation experience includes the matters listed below.**

Complex Business Litigation

3M Company

- Defended against contract claims for market withdrawal of chemical products based on product stewardship and environmental management principles.

Consolidated Industries Corp.

- Obtained a \$43.3 million judgment on behalf of the Chapter 7 Trustee of Consolidated Industries Corp.

Dow

- Successfully argued in the U.S. Court of Appeals for the Federal Circuit that Cargill's patents on specialty canola oils were invalid and unenforceable.

Entertainment Software Assn.

- Established in a long series of rulings across the nation that various state efforts to regulate video games based on their content were unconstitutional.

Equity LifeStyle Properties

- Obtained victory establishing that a pervasive form of mobile home rent control in California amounted to unconstitutional regulatory and private takings.

Exelon Corporation

- Representation in spent nuclear fuel storage litigation resulting in a settlement that could total over \$300 million by 2010.

General Dynamics Corporation

- Obtained U.S. Supreme Court decision in favor of employer concerning Age Discrimination Employment Act claims in context of collective bargaining agreement.
- Won a \$300 million arbitration claim alleging breach of "best efforts" contract clause.

General Electric Capital Corporation

- Obtained a \$181 million judgment after jury trial against DirecTV.

Honeywell International Inc.

- Won a \$76 million arbitration award for the breach of a petrochemical supply agreement.

Kellogg Corporation

- Defended class action claims involving genetically modified food products.

L-3 Communications Corp.

- Obtained a reversal of a \$126 million verdict over dispute arising out of a joint effort to purchase businesses.

Lehman Brothers Bankruptcy

- Served as Examiner in the Chapter 11 bankruptcy proceedings of Lehman Brothers Holdings, Inc., reported to be the largest bankruptcy in U.S. history.

Major U.S. Motion Picture Studios

- Obtained a U.S. Supreme Court victory ruling that peer-to-peer file-sharing services are liable as contributory copyright infringers.

McDermott, Incorporated

- Defended challenged transfer of \$622 million in assets from bankrupt subsidiary to parent company.

NextWave Personal Communications Inc.

- Obtained U.S. Supreme Court victory that returned billions of dollars worth of wireless licenses to the company.

Olin Corporation

- Defended against a \$90 million qui tam action that alleged Olin fraudulently submitted ammunition to the federal government that had previously been rejected as nonconforming.
- Secured a \$40 million judgment in an insurance coverage dispute over pollution remediation.

SPX Corporation

- Resolved patent dispute using a creative arbitration procedure to obtain a \$44 million award.

STMicroelectronics, N.V.

- Won a record \$431 million FINRA award in auction-rate securities suit against Credit Suisse. The award was affirmed on appeal.

Union Carbide

- Obtained a \$152 million jury verdict in a case involving Union Carbide's patent on catalysts for making ethylene oxide.

Ventas, Inc.

- Obtained a \$101 million verdict for tortious interference arising out of Ventas' acquisition of a publicly traded healthcare REIT. In May 2011, the Sixth Circuit affirmed the award and also reversed and remanded the district court's decision

United States Supreme Court Highlights

Jenner & Block has an active and highly successful appellate practice that regularly represents clients before the United States Supreme Court.

We have argued 22 cases before the United States Supreme Court in the past nine terms alone, including:

- ***Metro-Goldwyn-Mayer Studios Inc. v. Gorkster, Ltd.***: Represented every major movie studio and record company in America in copyright infringement claim against Internet “peer-to-peer” service companies Gorkster and Streamcast. Established that those who foster copyright infringement may be held liable.
- ***FCC v. NextWave***: The Court returned to client NextWave billions of dollars worth of wireless phone spectrum licenses that the FCC had attempted to repossess while the client was reorganizing under Chapter 11 of the Bankruptcy Code.
- ***Verizon v. FCC***: A case addressing whether the FCC rules under the Telecommunications Act of 1996 constituted a taking of private property in violation of the Fifth Amendment.
- ***Mathias v. WorldCom Technologies***: A case addressing whether the judicial review provisions of the Telecommunications Act of 1996 violated the Eleventh Amendment.
- ***Vieth v. Jubelirer***: The Court considered whether a recent Pennsylvania congressional redistricting plan constituted partisan gerrymandering.
- ***Verizon Communications, Inc. v. Law Offices Of Curtis Trinkl LLP***: The Court considered issues affecting local phone carriers’ access to an incumbent’s local phone network.
- ***United States v. American Library Association***: The Court considered whether the use of Internet filtering technologies in libraries is an unconstitutional restriction of free speech.
- ***General Dynamics Land Systems, Inc. v. Cline***: A significant victory for client General Dynamics in which the Court ruled that the Age Discrimination in Employment Act was not intended to cover younger workers who alleged that company policies favored older workers.
- ***Lawrence v. Texas***: A case involving invasion of privacy and due process rights that overturned a Texas anti-sodomy law — a landmark civil rights decision widely considered the most important gay rights decision in a generation.
- ***Bridge v. Phoenix Bond & Indemnity***: Won a unanimous ruling that RICO lawsuits are available to people or companies who are directly injured by a defendant’s fraudulent statements to a neutral party.
- ***Wiggins v. Smith***: A reaffirmation of an accused’s right to effective assistance of counsel. The Court ruled that attorneys in capital cases must diligently investigate their clients’ background for possible mitigating evidence that could influence sentencing.
- ***Clay v. United States***: A case involving when a federal judgment of conviction becomes “final” for purposes of triggering the one-year period in which a defendant must file a motion for relief from judgment.
- ***Norton v. Southern Utah Wilderness Alliance, et al***: A case concerning the Interior Department agency’s failure to act to protect Utah public lands from environmental damage caused by off-road vehicles.
- ***Wagon v. Prairie Band Potawatomi Nation***: Presented argument in favor of the autonomy of Native American tribes to tax the fuel sold on a reservation to generate revenues to improve roads and bridges.

Pro Bono & Public Service

Jenner & Block has a legendary commitment to pro bono and community service.

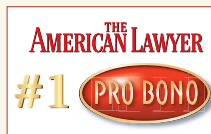
Jenner & Block has traditionally served as a leader in public service and pro bono advocacy. Consistently contributing more than 5% of its billable hours to pro bono matters annually, Jenner & Block perennially ranks among the most prolific pro bono programs in the country.

In 2010, *The American Lawyer* recognized Jenner & Block as the number one law firm in the country for pro bono service for the third year in a row. We have placed among this magazine's top ten pro bono firms every year since 1990. In 2009, our attorneys dedicated more than 69,000 hours to pro bono work and averaged more than 161 pro bono hours each.

Our pro bono commitment has been recognized by many organizations. Most recently, the Firm received the Heartland Alliance and National Immigrant Justice Center's Midwest Light of Human Rights Corporate Award and the Cabrini Green Legal Aid Clinic's Spirit of Generosity Award. We have also been honored with the Pro Bono Institute's John H. Pickering Award, the Public Interest Law Initiative's Pro Bono Initiative Award, the DC Bar's Pro Bono Law Firm of the Year Award, and the Pro Bono Publico Award from the American Bar Association.

We provide pro bono litigation and transactional assistance to thousands of individuals and organizations in areas such as:

- Political asylum cases
- Criminal trial and appellate proceedings including death penalty litigation
- Environmental litigation protecting sustainable resources and wild and natural areas
- Family law issues
- Hate crimes, sexual harassment and disability-related cases
- Representation of artists and art organizations
- Not-for-profit incorporation, property acquisition and tax matters



In 2010, Jenner & Block was recognized as the number one law firm in the country for pro bono service by

The American Lawyer for the third year in a row. The Firm obtained this ranking through a combination of having 161.1 average pro bono hours per attorney, and having 83.5% of its attorneys, representing 100% of associates and nearly two-thirds of partners, contribute more than 20 hours to pro bono matters.

Representative Public Service Awards

- **American Bar Association**
Pro Bono Publico Award
- **District of Columbia Bar**
Pro Bono Law Firm of the Year Award
Pro Bono Lawyer of the Year Award
- **Seventh Circuit Bar Association**
Pro Bono Service Award
- **Illinois State Bar Association**
John C. McAndrews Pro Bono Award
- **Public Interest Law Initiative**
Pro Bono Initiative Award
- **Pro Bono Institute**
John H. Pickering Award
- **Lawyers' Committee for Better Housing**
Volunteer of the Year Award
- **Constitutional Rights Foundation**
Bill of Rights In Action Award
- **Mexican American Legal Defense and Educational Fund**
Legal Services Award

Diversity

Jenner & Block promotes diversity in the Firm, the profession and society.

At Jenner & Block, diversity is a core value of the Firm. We understand that a diverse workplace is essential to our ability to provide our clients with the best possible legal services and to create an atmosphere in which all our people thrive. Our commitment to maintaining a diverse workplace is demonstrated through:

Recruitment

- Jenner & Block is committed to recruiting and retaining the best attorneys in the country. The Firm recruits at a broad range of law schools with diverse student bodies. We sponsor and actively participate in various diversity-related programs and events at law schools around the country.

Attorney Professional Development

- All associates participate in the Firm's mentoring and advising program.
- We offer outstanding training and career development programs for all attorneys.
- The Firm sponsors six Affinity Groups, including the African-American Affinity Group, Women's Forum, Asian Forum, LGBT Forum and Hispanic Lawyers Forum, where our attorneys discuss matters of common concern and form professional and mentoring relationships.

Our Commitment To The Bar

- The Firm provides leadership, sponsorship and financial support to various women and minority bar associations and organizations such as:
 - ABA Council on Racial & Ethnic Justice
 - ABA Diversity Plan Implementation Committee
 - ABA Minority Judicial Intern Program
 - ABA Commission on Women in the Profession
 - Asian American Bar Association
 - Black Women's Lawyers' Association of Greater Chicago
 - Chicago Bar Association Alliance for Women
 - Chicago Committee on Minorities in Large Law Firms
 - Hispanic Lawyers Association of Illinois
 - Minority Corporate Counsel Association (MCCA)
 - National Association of Women Lawyers (NAWL)
 - Women's Bar Association of Illinois
 - Women's Bar Association of the District of Columbia

Results In The Courtroom

- *Grutter v. Bollinger* and *Gratz v. Bollinger* — Relying in part on a Jenner & Block amicus brief on behalf of 65 corporations, the Court upheld University of Michigan Law School's affirmative action admissions policy.
- Fair Housing Class Actions — Significant relief obtained against racial discrimination in housing in Illinois, Baltimore and Miami.
- *Lawrence v. Texas* — Co-lead counsel with Lambda Legal Defense & Education Fund in a civil rights decision overturning a Texas anti-sodomy law, which is widely considered the most important gay rights decision in a generation.



Jenner & Block ranks in the Top 20 nationally in:

- Overall Diversity
- Diversity for Minorities
- Diversity for Women
- Diversity for Gays and Lesbians



Firm Earns Perfect Score

Every year since 2005, Jenner & Block has earned a perfect 100% rating in the Human Rights Campaign's (HRC) "Corporate Equality Index" survey.



For the second consecutive year, Working Mother magazine and Flex-Time Lawyers LLC, a national consulting firm advising attorneys and legal employers on work/life balance, named Jenner & Block a 2009 Working Mother & Flex-Time Lawyers Best Law Firm for Women.



Beyond Excellent Legal Services

Jenner & Block is not only well-known for our commitment to client service and the capabilities of our lawyers, but also for an unwavering dedication to:

Public Service

- *The American Lawyer* consistently ranks us among the top 10 firms in the nation in pro bono work.
- *The National Law Journal* has ranked Jenner & Block among the Top 4 "Most prodigious" pro bono law firms.
- Jenner & Block is a past recipient of the prestigious Pro Bono Publico Award from the American Bar Association.

The Bar

- We have excelled in leadership positions in organizations such as the American Bar Association, National Association of Women Lawyers, Illinois State Bar Association, District of Columbia Bar, The Chicago Bar Association, and the CBA Alliance for Women.
- More than 20 Jenner & Block attorneys serve in leadership positions at the American Bar Association.
- Our attorneys author case books and treatises, serve on editorial boards and regularly write articles for publications.

Our People

- We recruit and train the best lawyers, and provide an atmosphere that will allow each attorney the opportunity to achieve his or her professional potential.
- We have a long tradition of fostering a diverse environment that attracts, retains and nurtures the individuality, talent, growth and success of our attorneys.

"An elite law firm..."

–The Wall Street Journal

"...a leading national law firm."

–CNN/Money

Law Firm's "rare" six cases before the U.S. Supreme Court... a "phenomenon"

–Chicago Tribune

"Legendary" pro bono program

–The American Lawyer

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