



2008
AKIN GUMP
Annual Review

AKIN GUMP
STRAUSS HAUER & FELD LLP

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MESSAGE FROM THE CHAIRMAN

To Our Clients, Colleagues and Friends:

The year 2008 was extraordinary. In the midst of rapidly changing market conditions, we at Akin Gump were able to offer our clients six decades of leadership and experience in business, policy and litigation.

We are proud of the results we obtained for our clients last year and regard those results as the most significant measure of our success. In this annual review, we feature some of those successes. In one of the most challenging environments in recent times, we counseled clients on the shifting complexities of the economic stabilization legislation, helped them secure funds in shrinking capital markets and tried important and, in some instances, precedent-setting cases across a spectrum of litigation practices. Our pro bono practice not only increased the hours worked per lawyer by almost 25 percent, but also earned hard-fought victories for clients seeking refuge from persecution, struggling to avoid homelessness and seeking to preserve American historic heritage in the mid-Atlantic region.

We believe that while 2009 will offer many challenges, it also will present significant opportunities. We look forward to bringing our clients the collective experience, knowledge, diversity and talent of the Akin Gump team as we chart a course together toward a more stable and prosperous global economy.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Bruce McLean". The signature is fluid and cursive.

R. Bruce McLean
Chairman



Transactions

Our transactional practices are consistently lauded by clients and industry-leading publications for the complex and high-profile results they secure for their clients. Our collaborative approach and international presence allow us to leverage our global network and knowledge of key industries to create proactive, creative and successful transactions, with an emphasis on financial restructuring, mergers and acquisitions, hedge funds and private equity funds, global energy transactions including infrastructure project finance and development, and complex corporate finance and securities issues.



Corporate Finance and Securities

Expanding a Network

AO VIMPELCOM

VimpelCom, according to the company's Web site, "consists of telecommunications operators providing voice and data services through a range of wireless, fixed and broadband technologies" to over 57 million subscribers, primarily in Russia, Kazakhstan, Uzbekistan and Ukraine. It was the first Russian company to list its shares on the New York Stock Exchange.

As part of its strategy of expansion and growth, VimpelCom, a wireless leader, merged two of its wholly owned subsidiaries with Golden Telecom, Inc., thereby gaining the latter's fixed-line operations. Subsequently, in order to repay a bridge facility related to its acquisition of Golden Telecom and to continue development and expansion of its networks, it issued \$2 billion in new loan participation notes in international bondmarkets, split between five-year and 10-year tranches. The transaction was the largest U.S. dollar-denominated bond issue completed by a Russian corporate issuer.

BANC OF AMERICA SECURITIES LLC

We assisted Banc of America Securities in its role as underwriter in a commercial paper offering of \$500 million of notes.

FIRSTENERGY CORP.

We assisted FirstEnergy subsidiaries with the issuance and remarketing of over \$925 million of variable-rate pollution control bonds. Electric utility subsidiaries Cleveland Electric and Ohio Edison issued a total of \$600 million in new first mortgage bonds in registered shelf takedowns.

ALLIANCE DATA SYSTEMS CORPORATION

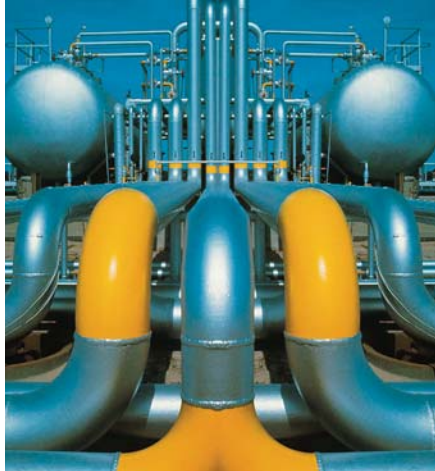
We assisted Alliance Data Systems, a leading provider of loyalty and marketing solutions derived from transaction-rich data, in an \$805 million offering of convertible notes, the proceeds of which were used to fund Alliance Data's common stock repurchase program, pay the cost of related hedge and warrant transactions and free up borrowing capacity under Alliance Data's revolving credit facility.

HUGHES COMMUNICATIONS, INC.

We represented our client, a global leader in providing broadband satellite networks and services for enterprises, governments, small businesses and consumers, in filing a universal shelf registration statement with the Securities and Exchange Commission and in completing an underwritten primary and secondary common stock offering.



The VimpelCom transaction was the largest U.S. dollar-denominated bond issue completed by a Russian corporate issuer.



LUKOIL worked with Akin Gump to effect a series of down- and mid-stream investments, acquisitions and sales to fortify LUKOIL's vertical integration.

Energy and Global Transactions

Swimming Downstream

LUKOIL

In 2008, LUKOIL, holder of 1.3 percent of the world's global oil reserves and one of the world's largest non-state publicly traded oil companies, worked with Akin Gump, through tight credit markets and global instability, to effect a series of down- and midstream investments, acquisitions and sales that fortified LUKOIL's vertical integration through the inclusion of sophisticated and strategically sound distribution and retail elements.

We counseled LUKOIL in its oil refining joint venture with ERG SpA, Italy's largest independent oil refiner. The venture involves a 49 percent ownership stake by LUKOIL, for €1.3 billion, in ERG's ISAB refinery in Priolo, near Siracusa, in eastern Sicily; at 320,000 bpd (barrels per day), it is one of the largest refineries in the region. Characterized by the Italian industry ministry as the largest Russian investment in that country, the deal provides LUKOIL key refining capacity for 61 million bbl annually of Urals crude. LUKOIL will, thus, integrate this capacity into its own supply chain both to increase the scale of its refining operations and to develop its long-term international downstream strategy.

In further pursuit of this downstream strategy, LUKOIL, with Akin Gump advising, purchased Turkish fuel distributor Akpet for just over \$500 million. LUKOIL thereby gained 5 percent of Turkey's oil product market through acquisition of five liquefied natural gas (LNG) storage tanks, 693 filling stations around the country and other assets, while continuing to expand its refining and retail presence in the Black and Mediterranean Sea markets.

We also assisted LUKOIL in a series of merger and acquisition and financing transactions, including three bridge loans totaling over \$2 billion, a \$5 billion share repurchase and a \$1.3 billion revolving credit facility, as well as in a sale and leaseback of its railcar park.

STONE RESOURCES LIMITED

We represented Stone Resources Limited, a mineral properties acquisition and exploration company primarily owned by Stone Group Holdings Ltd.—the first non-state-owned PRC shareholding company listed on the Hong Kong Stock Exchange—in the purchase of an option on 26 nickel licenses located in Tanzania.

ANADARKO PETROLEUM CORPORATION

We advised Anadarko Petroleum Corporation, one of the largest independent oil and natural gas exploration and production companies in the world, on a series of financial transactions key to the company's capital structure and liquidity position, including a \$5 billion share repurchase program, a \$1.3 billion revolving credit facility and a \$2.2 billion midstream monetization.

Expanding Offshore and On EL PASO CORPORATION

El Paso Corporation, a U.S.-based integrated energy company and one of North America's largest independent gas producers, owns a 35 percent participating interest in a natural gas property located in the Espirito Santo basin, off the coast of the state of Espirito Santo in southeastern Brazil. With the assistance and advice of Akin Gump, El Paso has structured an offshore natural gas and condensate unitization project that is the first international-style unitization in Brazil's history and one of the first in Latin America. The Brazilian state energy company, Petróleo Brasileiro S.A. (Petrobras), is the other party to, and operator of, the unitization project. As a result of its investment in Espirito Santo and two other basins located offshore Brazil—Potiguar and Camamu-Almada—El Paso has 250 Bcfe (billion cubic feet of natural gas equivalent) of proved reserves on the books and 360,000 net acres of leasehold acreage.

Over the last year and in one of the worst capital markets environments in U.S. history, El Paso Pipeline Partners, L.P., a limited partnership formed by El Paso Corporation, was able to consummate a \$736 million asset acquisition. El Paso Pipeline Partners' assets comprise Wyoming Interstate Company, Ltd. and substantial shares in Colorado Interstate Gas Company (CIG) and Houston-based Southern Natural Gas Company (SNG). The company, through the assistance and advice of a cross-practice Akin Gump team, was able to close this acquisition of assets in the form of interests in CIG and SNG from its parent in a "drop-down" transaction. El Paso Corporation owns North America's largest interstate natural gas pipeline system, transporting more than a quarter of the natural gas consumed in the United States each day.

GENESIS ENERGY, L.P.

Genesis Energy, L.P. is a Houston-based diversified midstream energy limited partnership serving a broad client base in the U.S. Gulf Coast region, including refinery owners; oil, natural gas and CO2 producers; and industrial gas users. We assisted the company in a \$125 million joint venture formation and acquisition, which saw the resulting JV acquire inland marine transportation capability in the form of new and existing barges and push boats, along with the benefits of extant commercial agreements. The acquired business will serve the Gulf Coast, Intracoastal Canal and Western river systems, including the Mississippi, as well as the refineries and storage terminals that line these waterways. More importantly, this transaction forms a vital part of the transformation of this company from a micro-cap to a growth-oriented mid-cap company.

BAKER HUGHES INCORPORATED

In an unprecedentedly tight capital market, we advised global oilfield services provider Baker Hughes in its \$1.25 billion senior notes offering: \$500 million to mature in November 2013, \$750 million in November 2018.



With the assistance and advice of Akin Gump, El Paso has structured an offshore natural gas and condensate unitization project that is the first international-style unitization in Brazil's history and one of the first in Latin America.

Transactions



Our work as lead counsel on behalf of Vertis was recognized by Turnarounds and Workouts magazine as one of 10 “Successful Restructurings” for 2008.

Financial Restructuring

Packaging a Dual Merger

VERTIS HOLDINGS, INC.

In the first known dual prepackaged restructuring/merger, we represented a committee composed of holders of senior notes issued by Vertis in the financial restructuring of Vertis and the simultaneous merger of Vertis and American Color Graphics—two of the largest printing and premedia companies in North America—through side-by-side, prepackaged chapter 11 cases. In total, approximately \$2 billion of debt was repaid or restructured through the restructuring transactions. Because our client gained control of the largest share of equity in the reorganized companies through the restructuring, the firm took a leading role in the negotiations among the parties, negotiations that were particularly difficult due to the high complexity of the transaction and the large number of constituencies that participated. Between both sets of companies, four separate noteholder groups, two pre-petition bank facility lenders and two equity sponsors participated in the negotiations. The combined companies were expected, at the time of the merger, to generate more than \$1.9 billion in revenue in 2009.

Our work as lead counsel on behalf of Vertis was recognized by *Turnarounds and Workouts* magazine as one of 10 “Successful Restructurings” for 2008.

LEHMAN BROTHERS HOLDINGS INC.

Akin Gump represents an informal group of noteholders of Lehman Brothers Holdings Inc., the largest bankruptcy filing in U.S. history.

WASHINGTON MUTUAL, INC.

Akin Gump represented the Official Committee of Unsecured Creditors of Washington Mutual, Inc. and WMI Investment Corp., the holding company and former owner of Washington Mutual Bank—which, at the time of its sale to JPMorgan Chase, was the largest savings and loan association in the United States—in the companies’ chapter 11 bankruptcy proceedings.

QUEBECOR WORLD INC.

Akin Gump currently represents the Official Creditors Committee of Quebecor World (USA)—one of the world’s largest commercial printers—in a cross-border, multi-jurisdictional chapter 11 financial restructuring.

PIERRE FOODS, INC.

Akin Gump represented the Official Committee of Unsecured Creditors of Pierre Foods, Inc.—the Cincinnati-based maker of fully cooked beef, pork, chicken, turkey and bakery products destined for school and convenience consumption—in its successful chapter 11 restructuring. This reorganization won the 2009 *M&A Advisor* Turnaround Award in the Food and Beverage category.

Reaching a Settlement SOLUTIA INC.

Solutia, a world leader in the development and manufacturing of high-performance, chemicals-based materials for industrial and consumer use, filed for chapter 11 relief, primarily as a result of significant health care, pension and environmental liabilities carried over from its 1997 spin-off from Monsanto Company. On behalf of the creditors committee, we launched an aggressive litigation and negotiation strategy that succeeded in reaching an agreement with Monsanto and the official retirees committee on the framework for a settlement that reallocated hundreds of millions of dollars of legacy liabilities and also preserved vital commercial agreements with Monsanto.

With this settlement, we were able to help the creditors committee resolve two outstanding litigation matters that had threatened both to delay Solutia's emergence from chapter 11 and to diminish unsecured creditor recoveries. Regarding the first—the bondholders' claim that they should be treated as secured creditors—after a complex trial, the court ruled in favor of our position, on top of which we helped forge a compromise that both eliminated the risk of appeal and resulted in bondholder support for the reorganization plan. Regarding the second—the equity committee's claim that the Monsanto spin-off was a fraudulent conveyance—we convinced the court that the equity committee lacked legal standing and consensually resolved all issues with the equity committee. As a result, Solutia was able to confirm a consensual plan of reorganization and emerged from bankruptcy early in 2008.

THE WORNICK COMPANY

Akin Gump represented DDJ Capital Management in connection with the restructuring of The Wornick Company—one of the principal producers of the military's meals ready-to-eat (MREs)—and its affiliates.



Solutia was able to confirm a consensual plan of reorganization and emerged from bankruptcy early in 2008.

Transactions



We represented Lehman in a complex and fast-paced transaction ... even as the company had become a focus of Wall Street's attention after the collapse of Bear Stearns.

Investment Funds

Closing a Complex Deal

PROPRIETARY TRADING DESK SPIN OUT

In June 2008, Lehman Brothers spun off its Global Principal Strategies (GPS) Group—a global proprietary trading desk—into a hedge fund, R3 Capital Partners, L.P. We represented Lehman in a complex and fast-paced transaction, transferring the GPS Group's existing positions to R3 and gaining a minority stake in the new fund, even as the company had become a focus of Wall Street's attention after the collapse of Bear Stearns.

The transfer of the portfolio was complex due to certain characteristics of the portfolio at closing, including its value, size, geographic diversity (positions were held across the globe) and asset class diversity (positions included publicly traded equity securities, derivatives, private equity interests and aviation assets).

In addition to the portfolio transfer, Akin Gump represented Lehman in connection with the various intellectual property, tax, and labor and employment issues surrounding the spin-out of an existing team into the new hedge fund.

RENAISSANCE INVESTMENT MANAGEMENT

Renaissance Investment Management (RIM), a wholly owned division of the Renaissance Group of banking, credit and asset management companies, is a market leader in emerging markets and the largest provider of asset and wealth management services in Russia, Ukraine and the CIS. We advised RIM in its Moscow and London locations in relation to numerous funds within its portfolio of investment products.

Our advice extends to all aspects of the operation of the Renaissance-managed hedge funds, infrastructure funds, real estate funds and distressed investment funds, amounting to some 25 active funds and portfolios, specifically—

- Renaissance Commodity Plus Fund, an open-ended hedge fund investing in the CIS commodities sector
- Russia Renaissance Fund SPC – Renaissance Emerging Market Debt Fund Segregated Portfolio, an open-ended hedge fund product investing in corporate debt throughout the CIS.

ROYALTY PHARMA

Royalty Pharma is the largest investor of its type in intellectual property rights in a diversified portfolio of pharmaceutical and biopharmaceutical products. We represented Royalty Pharma in connection with a rights offering to existing investors and a simultaneous private placement of interests to new investors, the combination of which raised over \$300 million.

R.G. NIEDERHOFFER CAPITAL MANAGEMENT INC.

In a significant transaction entailing a seamless, simultaneous close-and-launch, as well as the transfer of all of the investment positions held by the Irish fund, we represented Roy G. Niederhoffer Capital Management Inc. in connection with the closing of Roy G. Niederhoffer Fund (Ireland) plc and the simultaneous launch of Roy G. Niederhoffer Diversified Fund (Offshore), Ltd., a Cayman Islands exempted company.

Transactions

SOROS FUND MANAGEMENT LLC

As part of our recognized funds practice in emerging markets, including India, Asia and the Middle East, we represented Soros Fund Management in connection with its involvement as an anchor investor in the formation and structuring of Hopu USD Master Fund I, L.P., a \$2 billion private equity fund focused on investment in the People's Republic of China. Also enjoying support from Goldman Sachs & Co. and Singapore's sovereign wealth fund, Temasek Holdings, the Hopu Fund is considered to be the largest and most prominent fund to participate in China's push to develop its domestic private equity industry through foreign involvement and investment.

Breaking New Ground

DA VINCI CAPITAL MANAGEMENT LIMITED

The firm represented Da Vinci CIS Private Sector Growth Fund in its admission to trading on the Specialist Fund Market (SFM) of the London Stock Exchange in May 2008, making Da Vinci the first company to be admitted to trading on the SFM. The SFM is the first public capital market specifically designed to offer access to permanent capital for specialist investment vehicles. Our investment funds practice and corporate practice collaborated on this transaction.

The fund focuses on private companies in Russia and the Commonwealth of Independent States (CIS) planning an IPO, strategic sale or management buyout, as well as on listed small-cap companies, with an industry orientation toward the infrastructure, financial services, real estate and consumer sectors. We previously represented Da Vinci in its listing on the Channel Islands Stock Exchange in January 2008.

AGNI CAPITAL MANAGEMENT LIMITED

The firm advised Agni in the formation of various investment management entities and two private equity funds: Russian Retail Growth Fund, L.P. (RRGF) and Earlier Stage Alternative Fund, L.P. (ESAF). RRGF was launched in the summer of 2007 and focuses on investing in industries driven by the growth of consumer demand in Russia and the CIS. It targeted capital commitments of \$300 million. The second fund, ESAF, was launched in the spring of 2008 and focuses on investing in technology-driven and knowledge-intensive companies. Target commitments were \$30 million.

BRAZIL SPECIAL SITUATIONS FUND

Akin Gump represented AIG Investments, the insurance giant's investment arm overseeing \$750 billion in assets, in the formation of AIG Brazil Special Situations Fund II, L.P., a \$650 million fund targeting private equity investments in Brazil, Mexico and Colombia—one of the largest private funds focused on private equity investments in that region—and in AIG Investments' \$37.5 million investment in Providência, the leading manufacturer of non-woven fabrics in Latin America.

We also represented AIG Investments in the formation of AIG Black Sea Holdings, L.P., a €471.5 million syndicated co-investment vehicle formed to invest in Bulgaria Telecom, the formerly state-owned national telecommunications monopoly—the largest private equity investment in that country to date—and in the formation of AIG Global Emerging Markets Viaduct Fund, L.P., a \$150 million fund targeting private equity investments in the former Soviet Union, the Middle East, Africa, Turkey, Central and Eastern Europe and Latin America.



*The firm represented
Da Vinci CIS Private
Sector Growth Fund in its
admission to trading on the
Specialist Fund Market of
the London Stock Exchange
... making Da Vinci the first
company to be admitted to
trading on the SFM.*

Transactions



In only five days, Akin Gump and Clear Channel were able to negotiate and document a settlement of the two actions, including fully documented and signed financing agreements.

Mergers and Acquisitions

Merging against the Clock

CLEAR CHANNEL COMMUNICATIONS, INC.

In a transaction valued at approximately \$24 billion that attracted intense media scrutiny, an Akin Gump team succeeded, after nearly two years of negotiations and litigation, in sealing the merger of longtime client Clear Channel Communications—the largest radio station group owner in the United States and a player in global advertising and broadcast—with an indirect wholly owned subsidiary of CC Media Holdings, Inc., a corporation formed by a private equity group co-led by Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. Of the \$24 billion purchase price, about \$4 billion was supplied by equity, \$16 billion was supplied by bank financing and the balance consisted of the assumption of debt.

In November 2006, Clear Channel had entered into a merger agreement with the two equity sponsors. Although the deal was ready to close in March 2008 following receipt of regulatory approvals, a dispute arose among the equity sponsors and their lenders. As a result, the banks failed to fund at closing, and litigation commenced in New York and Texas.

In only five days, Akin Gump and Clear Channel were able to negotiate and document a settlement of the two actions, including fully documented and signed financing agreements. The settlement included an amended merger agreement that locked in the share price at \$36, thereby securing value at a time of significant financial market change. We were, thereby, able to ensure certainty of both closing and price for our client.

Clear Channel will have the flexibility to continue to adapt its business model to position the company for future success in the competitive and mercurial media industry. With confidence waning in the buyout market overall, it is unclear whether a deal of this magnitude could be struck again in the near future.

AO VIMPELCOM

We advised leading Russian mobile telecommunications operator VimpelCom in a merger agreement—pursuant to a tender offer—between wholly owned subsidiaries VimpelCom Finance B.V. and Lillian Acquisition, Inc., and Golden Telecom, a leading provider of integrated telecommunications and Internet services throughout Russia and the CIS. The transaction, valued at \$4.3 billion, is reportedly the second-largest international acquisition ever made by a Russian company (by virtue of Golden Telecom's Delaware registration) and the largest outside the energy and natural resources sector.

GENERAL CHEMICAL INDUSTRIAL PRODUCTS INC.

We advised the Special Committee of the Board of Directors of General Chemical Industrial Products Inc. in its purchase by Indian chemical firm Tata Chemicals (part of India's largest conglomerate, the Tata Group) for \$1.05 billion. With this deal, the combined group became the world's second-largest producer of soda ash.

Transactions

WENDY'S INTERNATIONAL, INC.

We advised Wendy's International, operator of the Wendy's chain of 6,000 restaurants worldwide, in its \$2.34 billion merger with Triarc Companies, Inc., the parent organization of the Arby's restaurant chain. The deal creates one of the country's largest fast-food chains.

MARATHON ACQUISITION CORP.

We assisted Marathon Acquisition Corp. in its merger with container ship charter firm Global Ship Lease, Inc. in a deal valued at approximately \$1 billion. London-based Global Ship Lease was a subsidiary of France's CMA CGM S.A., the world's third-largest container shipping company.





[Litigation and Arbitration]

Our litigation practice—a 2008 *American Lawyer* Litigation Department of the Year finalist—has broad and deep experience handling litigation matters in both federal and state court at the trial and appellate levels, as well as in arbitrations and other alternative dispute resolution proceedings. Our corps of litigators is equally comfortable representing plaintiffs or defendants and is accustomed to handling matters of exceptional complexity, such as nationwide class actions, parallel civil and administrative proceedings, and nationwide and multidistrict litigation. We also have recognized depth and strength in specialized litigation, including False Claims Act/*qui tam* actions; antitrust, securities, energy and insurance litigation; Supreme Court; and white collar criminal defense.



District Court Dismisses Iraq False Claims Act Case

UNITED STATES EX REL. MAYBERRY V. CUSTER BATTLES, ET AL.

Custer Battles, a Rhode Island company, was among the first recipients of contracts related to the U.S. reconstruction effort in Iraq, specifically in support of the Coalition Provisional Authority. In 2003, it received a \$16 million no-bid contract to secure Baghdad's airport. By early 2005, the company, beset by lawsuits and claims alleging millions of dollars in fraud, had suspended its operations in Iraq.

In 2006, a qui tam False Claims Act (FCA) case was filed in the Eastern District of Virginia against principals of Custer Battles—which had been barred from receiving government contracts—and several other companies, including Akin Gump client Windmill International Ltd. The plaintiffs—including a medic who claimed he was fired for whistleblowing—alleged that Custer Battles' principals had conspired with Windmill's principals to evade the suspension order by transferring Custer Battles' assets and operations to a new company also controlled by Custer Battles' principals.

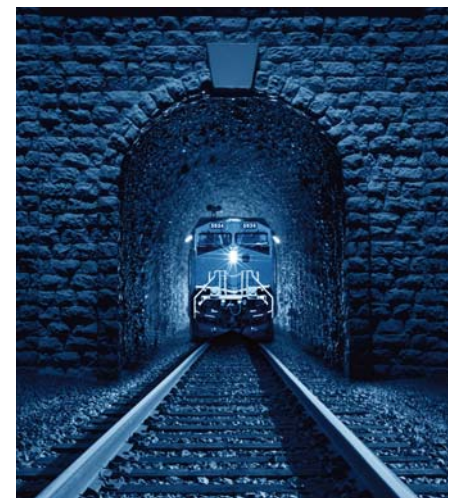
As part of our engagement and after several months of discovery, we filed motions for summary judgment, which we believed would have been successful, pointing out that there was no conceivable factual or legal basis for FCA liability. However, while these motions were pending, the court dismissed the action in its entirety with prejudice, finding that numerous egregious discovery violations had been committed by one of the relators—characterized by the presiding judge as a “pathological liar”—and his counsel. The negative publicity from the lawsuit—including two front-page articles in *The Wall Street Journal*—had virtually shut down Windmill's business operations. This victory permitted the company to resume its business ventures.

Victory in Arbitration Award Suit

BROTHERHOOD OF LOCOMOTIVE ENGINEERS AND TRAINMEN V. CSX

In a case in which a union sued to enforce an arbitration award on behalf of a railroad employee, we obtained 11th Circuit affirmation of a District Court ruling in a case that, in the words of the opinion, “concerns when an enforcement action accrues under the statute of limitations after an arbitration award and, alternatively, whether a request for interpretation of an arbitration award tolls the limitations period.” Favoring Akin Gump client CSX, one of the nation's leading transportation companies, the appellate court found that a) the union's petition to enforce an arbitration award under the Railway Labor Act in District Court was filed outside the applicable two-year statute of limitations, and b) the union's request to the arbitrator, i.e., the Public Law Board, for interpretation regarding the payment of back wages in the case of a suspended employee did not toll the running of the statute of limitations.

...the court dismissed the action in its entirety with prejudice, finding that numerous egregious discovery violations had been committed by one of the relators—characterized by the presiding judge as a “pathological liar”—and his counsel.



The case was marked by reports of race-tinged mockery at a DynCorp company party hosted by one of the company's top executives, as well as the distribution of a T-shirt imprinted, "I brought down WWNS and all I got was this lousy T-shirt."



Minority Business Wins Damages in Discrimination Suit

WORLDWIDE NETWORK SERVICES LLC V. DYNCORP INTERNATIONAL LLC, ET AL.

Worldwide Network Services (WWNS) is a minority-owned telecommunications service provider that had been providing, as a subcontractor, information technology support for State Department contracts. The principal contractor, Virginia-based DynCorp, had won these contracts to train police officers and provide diplomatic security in Iraq and Afghanistan. WWNS filed suit in federal court alleging that DynCorp had used WWNS' "minority-owned" status to obtain the contracts, and that it was subsequently attempting to force the company off the contracts by harassing and discriminating against WWNS employees in the field. WWNS also contended that DynCorp, since dissolution of the two companies' relationship, had failed to pay several million dollars in invoices and tortiously stole much of WWNS staff in Iraq.

The case was marked by reports of race-tinged mockery at a DynCorp company party hosted by one of the company's top executives, as well as the distribution of a T-shirt imprinted, "I brought down WWNS and all I got was this lousy T-shirt." We helped our client obtain a verdict—the largest in the state in 2008—from a Virginia jury for \$15.2 million in compensatory and punitive damages on the grounds of racial discrimination under 42 USC 1981, tortious interference with contract, breach of contract, and breach of the duty of good faith and fair dealing. WWNS will use the proceeds from the case to rebuild a company that saw a 100-fold increase in revenue after beginning its association with DynCorp and that struggled to stay afloat after those ties were severed.

\$900M Class Action Dismissed Against Wedding Media

HASLAM V. MACY'S INC., THE KNOT, INC., WEDDINGCHANNEL.COM, INC., ET AL.

On behalf of our clients, two Internet and print media concerns focused on weddings and wedding planning, Akin Gump lawyers obtained a ruling granting with prejudice our motion to dismiss a putative class action seeking more than \$900 million in statutory damages. The complaint had alleged violations of the Fair and Accurate Credit Transactions Act (FACTA) by defendants in the provision to customers of electronically printed confirmations that contained more than the allowable credit card information.

Summary Judgment Favors Sallie Mae

CHAE, ET AL. V. SLM CORPORATION, ET AL.

In a case with nationwide significance for the student loan program, we represented Sallie Mae, the country's largest provider of student loans, which was sued in a class action contending that certain methods of interest and late fee computation on these loans were improper and illegal. After extensive discovery and class certification briefings, the court granted summary judgment on all counts in favor of all defendants. The court also denied as moot plaintiffs' motion for class certification and opposing parties' motions for summary judgment.

Biotech Industry Suit Sees a \$300M Jury Award

CITY OF HOPE V. GENENTECH INC.

A case rooted in the genesis of the biotechnology industry allowed us to ensure that our client City of Hope National Medical Center reaped the rewards of its innovation. In 1976, two researchers at City of Hope—a leading independent medical and research institution and Comprehensive Cancer Center located some 20 miles northeast of Los Angeles—invented the technology that opened the door to all of biotech. In the wake of this discovery, City of Hope entered into an agreement with Genentech, Inc., a San Francisco-based company that touts itself as the “founder of the biotechnology industry” and is now the world's second-largest biotech company. Under the agreement, Genentech promised to patent and develop the City of Hope invention and, in turn, to pay City of Hope a 2 percent royalty on sales of products resulting from the patents.

In its lawsuit, City of Hope alleged that Genentech had failed to pay hundreds of millions of dollars in royalties owed under the 1976 agreement and that Genentech had even gone so far as to conceal lucrative patent licenses from City of Hope so as to avoid the required royalty payments. After several trials and appeals, our team helped City of Hope to secure affirmation by the California Supreme Court of one of the largest jury awards—\$300 million plus interest—in the history of the state.

Insurance Class Action Dismissed

JAMES E. TRUE, ET AL. V. JOSUE ROBLES JR., ET AL.

A USAA member filed a class action claiming that his insurance policy and company by-laws require the board to allocate “all or substantially all” of the company's multibillion dollar capital surplus to member accounts that policyholders can cash out by terminating their USAA policies. We assisted our client Josue Robles Jr. by having the court dismiss the case, with prejudice, on the initial motion to dismiss.



...our team helped City of Hope to secure affirmation by the California Supreme Court of one of the largest jury awards—\$300 million plus interest—in the history of the state.

Victory for Insurer D&O Liability Suit

DIAMOND GLASS COMPANIES, INC. V. TWIN CITY FIRE INSURANCE CO. AND AXIS REINSURANCE CO.

We represented Twin City Fire Insurance Company, a Hartford Group company, in a directors and officers (D&O) coverage dispute. The insured, Diamond Glass, was involved in a federal grand jury investigation, which had seen its offices raided by the FBI and a number of its current and former directors, officers and employees subpoenaed to testify in front of the grand jury. No target letters were issued, however, and no indictment was filed. The insured incurred, according to its claims, about \$2.6 million in legal defense costs for itself and its directors, officers and employees. Diamond Glass filed a claim with Twin City Fire Insurance under its D&O liability policy, and Twin City disputed coverage on the ground that the policy did not cover defense costs unless and until there was a target letter or indictment. The court adopted Twin City's position and, on our motion, dismissed the insured's claim in the Southern District of New York.

Arbitration Victory for Financial Adviser Network

NATIONAL FINANCIAL PARTNERS ARBITRATION

We helped our client, National Financial Partners, a national network of independent financial advisers, achieve a total victory before a three-member Arbitration Association of America panel in litigation involving methods for calculating the workout value of a business that was winding down, as well as conflicting views as to the amount. The panel denied plaintiffs' claims, including a \$10 million valuation claim, in their entirety and granted our client's counterclaim in full.

Akin Gump Wins One for the Yankees

We represented the New York Yankees in a salary arbitration against its Opening Day starting pitcher, Chien Ming Wang. Per the terms of the collective bargaining agreement in place between the Major League Baseball clubs and the Major League Baseball Players' Association, the Yankees and Wang each submitted a proposed salary for the player for the 2008 season. A panel of three arbitrators was assigned to select the submission deemed more appropriate in light of the relevant criteria, including the player's past contribution to the club and the salaries of comparable players, among other factors.

A hearing was held on February 14, 2008, in St. Petersburg, Florida, with the Yankees and Wang each presenting their case. The Commissioner's Office and Players' Association also participated in the hearing. The next day, the arbitration panel ruled in favor of the Yankees and the club's proposed salary of \$4 million for the season. It was the first salary arbitration the Yankees had taken to a hearing since prevailing against star reliever Mariano Rivera in 2000, a matter also handled by the firm.

We represented the New York Yankees in salary arbitration against its Opening Day starting pitcher, Chien Ming Wang.



Class Certification Reversed in Meal, Rest and Off-the-Clock Case

HOHNBAUM V. BRINKER RESTAURANT CORPORATION

In a much-anticipated decision, a California appellate court issued a unanimous opinion favorable to our client, the owner of 137 restaurants throughout California, with significant implications for California employers. The appellate court reversed an order certifying a class of approximately 60,000 current and former Brinker employees on the ground that the trial court failed to decide the elements of plaintiffs' meal period, rest period and off-the-clock claims prior to certification. The appellate court held, among other things, that the California Labor Code requires only that employers provide meal periods—not ensure that employees take the meal periods provided. As a result, the trier of fact could only decide on an individual basis whether a missed or shortened meal period was the result of a manager's coercion or an employee's personal choice. The appellate court further held that plaintiffs' rest period and off-the-clock claims also raised individual issues precluding class treatment. Review was granted, and the case is now being briefed before the California Supreme Court.

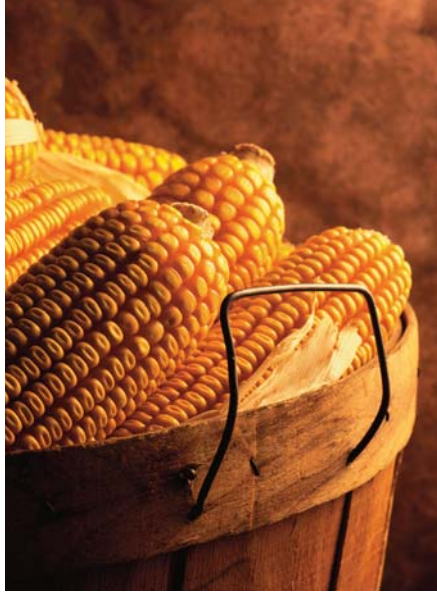
CIA Executive Director Agrees to Favorable Plea Terms

UNITED STATES V. KYLE DUSTIN FOGGO

Kyle Dustin Foggo served for 24 years in the Central Intelligence Agency (CIA). He rose through the ranks to become the officer responsible for virtually all logistical support for CIA operations overseas following the terrorist attacks of September 11, 2001, and he ultimately served as the CIA's executive director, the Agency's third-in-command. A federal grand jury returned an indictment in February 2007 and two superseding indictments followed, which charged Mr. Foggo with 28 counts of wire and mail fraud, unlawful monetary transactions and making false statements related to his use of his position to allegedly steer CIA contracts to a longtime friend and businessman. The Akin Gump team waded through thousands of top secret documents, interviewed witnesses serving in covert status in the far reaches of the world and raised complex issues involving the Classified Information Procedures Act during pre-trial proceedings. On the eve of trial, we obtained the government's agreement to allow Mr. Foggo to plead guilty to only one of the 28 counts originally outlined in the indictment. The government also agreed to substantial sentencing concessions.



In a much-anticipated decision, a California appellate court issued a unanimous opinion favorable to our client, the owner of 137 restaurants throughout California, with significant implications for California employers.



The Gruma case was carefully watched by the legal community because it was the largest class action tried to an arbitrator.

Largest Class Action in Arbitration Won for Tortilla Giant

JOHNSON AND ROSENFELD V. GRUMA CORPORATION, ET AL.

In the spring of 2008, Akin Gump trial lawyers tried and won a hard-fought and high-stakes classification and wage-and-hour class action arbitration for Gruma Corporation, the U.S. subsidiary of the world's largest maker of corn and tortilla products. The case was carefully watched by the legal community because it was the largest class action tried to an arbitrator, and many novel class action issues were addressed and decided, both by the arbitrator and in the 9th Circuit. The central issue was whether Gruma's contract delivery drivers were independent contractors or employees, and thus entitled to unpaid overtime, cost reimbursements, meal and rest break overtime and penalties, and a host of other claims. Plaintiffs sought damages in the high nine figures. After a long arbitral trial with over 60 lay and expert witnesses and thousands of exhibits, the arbitrator entered a Final Award in favor of Gruma Corporation, finding that the delivery drivers were independent contractors and not entitled to Labor Code or Fair Labor Standards Act (FLSA) benefits. The Final Award was confirmed by the U.S. District Court.

District Court Dismisses Charges in Largest Criminal Tax Case

UNITED STATES V. STEIN

In the largest criminal tax case in U.S. history, the District Court for the Southern District of New York dismissed criminal charges against, among others, Akin Gump's client, John Lanning, the former vice chairman of tax at KPMG, because of the government's interference with the defendants' right to counsel. The dismissal was affirmed by the Court of Appeals for the 2nd Circuit.

ERISA Victory for AT&T

OGLESBY V. AT&T CORP., ET AL.

In an ERISA case hinging on the irrevocability of beneficiary election for a pension plan, we obtained summary judgment for our client AT&T and prevailed again on appeal to the 5th Circuit. The plaintiff had argued that AT&T and its pension plan were required to undo his beneficiary election based on the annulment of his marriage to said beneficiary. The District Court applied ERISA's anti-alienation, i.e., diversion of benefits, clause to rule that "(the plaintiff's) former wife could not waive her future interest in the plan"; the appellate court affirmed. This was the same issue that was resolved by the U.S. Supreme Court in *Kennedy v. Plan Administrator for DuPont Savings & Investment Plan*.

Coca-Cola Wins Dismissal of Securities Fraud Class Action

SELBST V. THE COCA-COLA COMPANY

On behalf of our client The Coca-Cola Company, we prevailed on appeal before the 11th Circuit, which affirmed the dismissal of a securities fraud class action alleging that the company and its officials had made false and misleading statements in 2003 and 2004 about the company's financial condition in violation of Generally Accepted Accounting Principles.

Appellate Victory in Religious Accommodation Case

JONES V. UNITED PARCEL SERVICE INC.

In a Title VII religious accommodation case, a United Parcel Service (UPS) package truck driver who, as a Seventh Day Adventist, refrained from working on the Adventist sabbath, sued our client UPS after having been terminated after failing to complete his route on a weekday other than Friday. The District Court granted summary judgment. On appeal, the 5th Circuit found that UPS had offered reasonable accommodation in the form of positions that did not involve work on the sabbath, but that the plaintiff had chosen not to cooperate to achieve accommodation of his religious beliefs, and affirmed the District Court's judgment.

Nokia Defeats Class Action

SMITH, ET AL. V. NOKIA

In a very significant win that effectively put an end to a series of FLSA §16(b) cases being filed nationwide by Nokia field technicians and engineers, we defeated a motion to serve class notice nationwide.





[**Policy and Regulation**]

In the tradition of founding partner Ambassador Robert S. Strauss, we have deep knowledge and experience earned through years of work in the executive and legislative branches under both parties concerning governmental policy and regulation. We also have a long, successful history as advisors and lawyers who, on our clients' behalf, form business strategies and, in close consultation with government officials, steer public policy. We bring these two streams together to develop creative solutions for our clients, rooted in up-to-the-minute political reality and informed by our perspective gained by working at the intersection of public policy, business and the law.



Historic Medicare Settlement Won for Hospitals

Akin Gump, serving as lead negotiator on a team representing 667 hospitals, reached a historic settlement with the Medicare program that paid the hospitals almost \$667 million in overdue Medicare payments. This is the single largest reimbursement settlement in the history of Medicare.

The settlement process began in early 2003, when Akin Gump filed cases in District Court on behalf of 70 hospitals challenging the calculations of their Medicare payment add-ons for treating a disproportionate share of low-income patients (the so-called “DSH adjustment”). The district court judge consolidated these and hundreds of other cases filed on the same issue by other law firms and appointed our health practice to lead negotiations with the government on the management, course of litigation and settlement of the consolidated cases.

The District Court issued a decision in favor of the hospitals in March 2004, which was affirmed by the United States Court of Appeals for the District of Columbia Circuit in July 2005. The Supreme Court denied the government’s petition for certiorari in April 2006. With that denial, the Department of Justice and the Department of Health and Human Services Office of General Counsel agreed to enter into settlement discussions in an attempt to negotiate a global amount to be paid to the hospitals. Although the hospitals’ rights to additional Medicare DSH payments had been determined through the litigation, the precise amounts of such payments still needed to be calculated. That process would normally have necessitated years of document preparation, audit and further litigation. Beginning in late April 2006, the plaintiffs’ coordinating counsel (PCC), led by Akin Gump, commenced incredibly complex negotiations with the government in an attempt to arrive at a global settlement figure. At the same time, the government made it clear that it did not want any part in determining how to divide any agreed-upon sum among the 667 hospitals and made the settlement contingent upon the PCC determining an allocation methodology and obtaining the acceptance of that methodology by all of the plaintiff-hospitals. The allocation negotiations between the hospitals and their representatives, which were in many ways more complex than the negotiations with the government, were also spearheaded by Akin Gump.

After 22 months of these dual-track negotiations, on March 11, 2008, the government executed the 102-page settlement agreement, which resolved 2,359 hospital fiscal years for 667 hospitals in 257 cases. This litigation—and the resulting settlement—will largely, if not completely, bring an end to litigation over this aspect of the DSH adjustment calculation, which has been ongoing in courts around the country for almost two decades.

Akin Gump Advises in Hill Investigations

In 2008, Akin Gump lawyers had the privilege of representing a wide array of corporations and individuals in connection with high-profile congressional investigations—particularly those relating to the financial crisis and government contracting. From a renowned hedge fund creator, a top credit agency and the former head of an insurance giant on the topic of the economic crisis and bailout, to a trailer manufacturer on its FEMA contract, the Defense Department’s largest contractor, and one of Major League Baseball’s marquee teams on public financing of sports stadiums, we provided counsel and assistance to ensure that clients successfully navigated the congressional investigations process and avoided the legal and business pitfalls with which such proceedings are replete.



Akin Gump ... reached historic settlement with the Medicare program that paid the hospitals almost \$667 million in overdue Medicare payments. This is the single largest reimbursement settlement in the history of Medicare.

Among the services that Akin Gump offered ... was advice on how the Treasury Department ... was implementing the TARP and other similar programs so that our clients could better position themselves to either provide specific services to the government or participate in another capacity.

Akin Gump Counsels Clients on TARP, Economic Stabilization

As the economic crisis expanded during 2008, the firm's public law and policy practice began to advise and assist clients with respect to the Emergency Economic Stabilization Act of 2008—signed into law on October 3—and the \$700 billion Troubled Assets Relief Program (TARP). Our clients included numerous hedge funds, private equity firms, asset managers and other financial services firms. Among the services that Akin Gump offered them was advice on how the Treasury Department and the Federal Reserve Board were implementing the TARP and other similar programs so that our clients could better position themselves to either provide specific services to the government or participate in another capacity (e.g., as a contributor of private capital or as a loan guarantee recipient). In addition, we provided clients with information on the deliberations of the Senate Banking Committee and the House Financial Services Committee, and on how the views of key members of those committees could shape the Obama administration's implementation of the Emergency Economic Stabilization Act, given that the underlying statute was drafted to provide the executive branch with significant flexibility to address the economic crisis. In particular, congressional views have played an important role in determining the scope and emphasis of these programs as well as the types of restrictions (e.g., limitations on executive compensation) that will apply to particular categories of program participants.

Continuing into 2009, our policy practice, in collaboration with practices across the firm, is well-positioned to counsel clients regarding these programs as they continue to evolve and develop.

Kyoto, Climate Change and Clean Development Mechanisms

Akin Gump is working with our client EcoSecurities, a “leading company in the business of sourcing, developing and trading emission reduction credits,” to strengthen the administrative procedures and processes governing Clean Development Mechanisms (CDM) under the Kyoto Protocol. Working closely with the EcoSecurities team, Akin Gump has drafted background materials, advocated for CDM reform to national governments from around the world and prepared text for inclusion in the Convention of Parties (COP) processes associated with the United Nations Framework Convention on Climate Change (UNFCCC). These efforts included active participation in the UNFCCC's COPs in Bali, Indonesia, where the road map for a post-Kyoto accord was developed, and in Poznan, Poland, during which further details were debated regarding the international community's approach to mitigating emissions, easing the adaptation to impacts of climate change, assuring appropriate technology transfer and creating manageable financing mechanisms. Akin Gump continues to build upon this work with EcoSecurities to ensure that any international agreement reached in Copenhagen, Denmark, in December 2009 includes the necessary reforms to ensure the long-term viability of the CDM process.

Tribal Wins on Capitol Hill

In 2008, lawyers and counsel from Akin Gump's American Indian law and policy practice achieved key legislative victories for tribal clients that will secure additional funding and invite additional investment.



Among a number of Capitol Hill engagements, Akin Gump lawyers assisted with a successful effort in the Senate to build support for a major piece of legislation to significantly increase authorized funding levels for Indian law enforcement, water and health care projects.

We also assisted with a change in law that will further encourage business development on the Gila River Indian Community (GRIC) Reservation by providing prospective developers certainty and predictability with regard to resolving potential contractual disputes. The enactment of Public Law 110-453, signed by President Bush on December 2, 2008, will provide needed clarity that construction contracts are included within the scope of 25 U.S.C. § 415(f), a statute authorizing binding arbitration clauses in any contract or lease affecting land within the GRIC Reservation.

Four Languages, Three Continents, Victory in DOJ Investigation

The Department of Justice Antitrust Division investigated our client, Vallourec—a world leader in the production of seamless steel tubes—to determine whether to challenge as anticompetitive Vallourec’s acquisition of the Atlas Bradford division of Grant Prideco. Atlas Bradford and Vallourec manufacture connections (threads) for oilfield steel tubing and casing. Akin Gump amassed a team of over 50 lawyers to review and produce hundreds of thousands of documents in four languages (English, French, Chinese and Japanese) from three continents, as well as to collect witness statements and prepare white papers and several oral arguments for presentation to DOJ staff. Over the course of nine months (4 1/2 months in Second Request), the Akin Gump team carefully assembled and presented the case that the transaction would not unduly lessen competition. The DOJ closed its investigation without seeking relief, allowing the transaction to close as planned. We brought this engagement both to a satisfactory conclusion and full circle, as our corporate practice had advised Vallourec in its original purchase of Atlas Bradford Premium Threading & Services in October 2007.

\$725M Federal Lab for Kansas

Akin Gump represents the Kansas Bioscience Authority (KBA), an independent entity of the state of Kansas focused on expanding Kansas’ leadership in bioscience. The firm was instrumental in supporting the KBA’s efforts to win competitively the placement of the new Department of Homeland Security (DHS) National Bio and Agro-Defense Facility in Kansas. The \$725 million federal laboratory will study biological threats, such as foot-and-mouth disease, and is expected to be a boost for the region’s animal health corridor—stretching from Manhattan, Kan., to Columbia, Mo.—which is home to more than 13,000 employees and more than 125 animal health companies.

When construction begins in 2010 at the Manhattan campus of Kansas State University, the 500,000-square-foot National Bio and Agro-Defense Facility will provide 1,500 construction jobs. Once completed in 2015, the operation will generate a permanent payroll of 250 to 350 people and have an annual operating budget of \$125 million. Its economic impact is estimated to reach \$3.5 billion in the first 20 years. This important and prestigious project is as vital to the security of the nation’s food supply as to the state’s economy and biosciences research capacity.





[Pro Bono]

The best way to find yourself is to lose yourself in
the service of others.

—Mohandas K. Gandhi



Pro Bono

In a year marked by both historic change and historic reversals, Akin Gump's pro bono commitment expanded not only in terms of hours per lawyer (from 38 hours in 2006 to 69 hours in 2007 to 86 hours in 2008), but also in terms of the disciplines in which we serve both our clients and the communities in which we live and work. In addition to our continuing efforts on behalf of soldiers and their families, asylum seekers, victims of trafficking, charter schools and the indigent in need of legal representation, we also scored a landmark victory in the field of historic preservation—described below—on behalf of the Journey Through Hallowed Ground Partnership, an organization seeking to secure National Heritage Area designation for the most history-rich area in the United States. Akin Gump also welcomed its inaugural group of Summer Pro Bono Scholars—one of whom contributes her recollections below—as part of our effort to attract and train the next generation of law firm lawyers committed to the public interest.

We were also honored to receive the following recognition for our pro bono work—

- The KIPP (Knowledge Is Power Program) charter schools honored Akin Gump with its “Beyond Z” Award as an outstanding contributor to its mission of educating low-income children and getting them to college.
- A team led by Washington office senior attorney Andrea Vavonese helped the National Council for Adoption advocate for changes in paternal notification laws that block successful adoptions. The team was given the 2008 National Council for Adoption “Buckaroo” Award: a guitar signed by NCFCA spokesperson and country music star Rodney Atkins.
- The Tahirih Justice Center named Akin Gump 2008 Law Firm of the Year in recognition of the firm's commitment to helping refugee and immigrant women and girls.
- Akin Gump jumped 56 positions in The American Lawyer magazine's 2008 pro bono rankings and was recognized as one of the “Big Movers” among the 200 largest U.S. law firms.
- Human Rights First honored the firm with its Marvin Frankel Award for protecting the rights of refugees.
- Akin Gump received the 2008 and 2007 National Legal Aid & Defender Association Beacon of Justice Award honoring Akin Gump's significant pro bono representation of people on death row and detainees at Guantanamo Bay.



Steven H. Schulman
Pro Bono Partner

A Pro Bono Scholar Reminisces

In 2008, Akin Gump’s Washington, D.C., office welcomed its inaugural group of law students to the Summer Pro Bono Scholars Program, the firm’s two-year summer program for top students who show a strong interest in making pro bono an integral part of their Akin Gump careers. The program is structured to engage students who will spend the better part of a summer working at public interest firms and nonprofit organizations, and the balance at our Washington, D.C., office in the pro bono practice. Through this program, the firm will ensure a vital future for this indispensable practice by training its best to serve the community’s neediest.

Hanseul Kang (Harvard Law School ’10) participated in the Pro Bono Scholars Program in the summer of 2008. Previously, she had taught in New Mexico through Teach for America, then worked at that organization’s offices in San Francisco. Her field work as an Akin Gump Scholar placed her in Window Rock, Arizona, capital of the Navajo Nation, at an organization called DNA People’s Legal Services. DNA declares its mission as “working to protect civil rights, promote tribal sovereignty and alleviate civil legal problems” for the poverty-stricken in the Southwest.

While at DNA, Hanseul focused on consumer and family law cases, working extensively with clients, drafting pleadings for court proceedings and researching and writing memoranda. In one particularly memorable engagement, she advocated on behalf of a Navajo mother whose own parents were contending with her for custody of her child.

Hanseul describes being able to use her unique qualifications to offer much-needed service to her new clients:

Being a teacher for two years before law school made me very cognizant of the importance of ensuring that a listener really does understand what you are saying; I learned to look out for a blank look when explanations became too long or complicated, or a slight hesitation or look of confusion when someone might have a question that they are not sure how to ask. I think this kind of awareness helped me a great deal in communicating effectively with clients, and helped them as well because I tried to be sure I was explaining things in an accessible way, whether it was a pro se divorce petition or an interest rate provision in an installment sales contract.

In addition, because DNA’s offices are in very remote locations and they were undergoing a staff shortage, I think it was very helpful just to have another person there. One day, one of the other summer law clerks and I were sent to another office that had not been able to hold a client intake day for several months because there were simply not enough litigators...When we arrived at 8 a.m., the parking lot was already full, and all day, there were people waiting in a full lobby and standing along a walkway outside in the hot sun, many of them with folders of documents or stacks of letters, just hoping to talk to someone about a problem or question they had. It was a striking illustration of just how badly legal services are needed and how few options people in low-income communities have for accessing them.

Hanseul and her five colleagues in this first group of Pro Bono Scholars were able to make a palpable difference in the lives of their clients in the Navajo Nation, New Orleans and the national capital area. We look forward to their return next summer, as well as to future groups of tomorrow’s Akin Gump lawyers who combine excellent client service with community commitment.



Preserving Our Nation's Heritage

In May 2008, a 175-mile corridor containing more early-American history than any other region in the country was designated a National Heritage Area by act of Congress and signed into law by then-President George W. Bush. The designation of the Journey Through Hallowed Ground (JTHG) National Heritage Area was the culmination of over two years' collaboration between Akin Gump and the JTHG Partnership established for that purpose.

In a pro bono representation spearheaded by policy counsel Katherine Brodie and partner Donald Pongrace of our American Indian law and policy practice, we marshaled the contacts, skills and talents of numerous professionals in the firm's policy practice to shape, guide and pass this important legislation.

This National Heritage Area, running through Pennsylvania, West Virginia, Maryland and Virginia, encompasses sites redolent of history and familiar as much to the casual student as to the history buff:

- Civil War battlefields such as Antietam, Fredericksburg, Manassas and Gettysburg
- presidential residences such as James Monroe's Ash Lawn-Highland estate and Thomas Jefferson's Monticello, as well as the house where Abraham Lincoln edited the Gettysburg Address and presidential retreat Camp David
- historic buildings renowned either for their architectural significance or their association with our colonial era or the wars fought on American soil
- rare and important Native American and African-American historic sites.

Yet, these important sites and the natural beauty of their surroundings were endangered by unmeasured growth that, unwittingly, was effacing sites and landscapes inextricably linked to our heritage. The firm took on this worthwhile and significant project and led the effort through the occasionally Byzantine and always challenging processes involved in translating intention to law.

In the words of Pulitzer Prize-winning historian David McCullough regarding the land encompassed by the Journey Through Hallowed Ground National Heritage Area:

This is the ground of our Founding Fathers. These are landscapes that speak volumes—small towns, churches, fields, mountains, creeks and rivers with names such as Bull Run and Rappahannock. They are the real thing, and what shame we will bring on ourselves if we destroy them.

We continue to work with the JTHG Partnership, which manages this National Heritage Area, regarding legislation to obtain authorized appropriations that will allow our client to make grants to other entities in furtherance of the mission and purposes of this important National Heritage Area.



Pro Bono



The Power of Opportunity

Transforming opportunities for Houston's inner-city youth was no small task, but that is exactly what Teach for America alumni Mike Feinberg and Dave Levin sought to accomplish in 1994 when they started the first KIPP (Knowledge Is Power Program) charter school in Houston, Texas. Akin Gump has been honored to provide KIPP support in its journey, as the program has grown to over 60 locally run KIPP schools in 17 states and the District of Columbia.

The KIPP program is based on a simple formula: "Work Hard. Be Nice." and "No Shortcuts – No Excuses." Across the country, this simple formula is helping over 14,000 low-income minority students achieve their full potential. When Mike and Dave started the first KIPP charter school in Houston, the incoming fifth-graders were testing at a third-grade reading level. Now, 80 percent of KIPP eighth-grade graduates have entered college, more than four times the rate of their low-income peers.

Throughout Akin Gump's relationship with KIPP schools, the firm has advised both the KIPP Foundation and local KIPP schools on a broad range of issues. More than 50 Akin Gump lawyers work with KIPP on matters as diverse as labor, real estate, corporate and First Amendment issues.

During 2008, six Akin Gump lawyers focused their efforts on negotiating and finalizing a significant loan for the KIPP Foundation. With the firm's help, the Foundation's sub-entity, KCEP Mortgage (which was established by Akin Gump lawyers), negotiated a substantial package of loans to allow it to provide mortgage funds to local KIPP charter schools. KCEP Mortgage will provide local KIPP-affiliated charter schools with funds at relatively low interest rates to buy land and buildings to house the schools and to pay for remodeling. For existing schools, this means providing better facilities in which children can thrive. The loan also provides the opportunity for the creation of more KIPP

schools and, thus, more opportunities to impact children's lives. San Antonio senior counsel Holly Fuller and partners Kim Ramsey and Michael Elrod, along with other Akin Gump lawyers, worked with three master lenders to secure a loan totaling \$12 million for KCEP, with the ability to re-borrow as much again.

The first KIPP school to benefit from the KCEP Mortgage program is KIPP Delta in Helena, Arkansas, which will use the funds to build a new gymnasium to replace empty lots and rundown/abandoned buildings that are blights on the community. The project is being undertaken to provide an equitable education for students in all areas, including athletics. The gymnasium will be a source of pride for the school and community, a place of athletic competitions and a school community space that can and will be used for proms, graduations and other such events. This project will help KIPP Delta become competitive in all areas with top high schools around the state. At project completion and at full size, the gymnasium is expected to serve 550 middle and high school students, and will be the only space large enough to accommodate the entire student body.

Partnering for Progress

2008 brought two disparate, rewarding opportunities to partner with Human Rights First, a New York-based nonprofit organization. In one case, two of our finest litigators offered the benefit of their legal scholarship to clarify a critical point in an ongoing debate on judicial treatment of terrorism suspects. In the other, a team of Akin Gump lawyers worked to effect the release from U.S. government custody of a Sri Lankan man who had fled his country after being victimized by terrorists, only to find that he had become the victim of U.S. anti-terrorism laws. What links them is the shifting nature of justice in a post-9/11 context. These engagements afford us the opportunity to effect constructive change along the seam between public safety and individual rights.

Prosecuting Terrorism's Perpetrators

In the wake of the terrorist attacks on the United States of September 11, 2001, and with the concomitant increase in indictments of suspected terrorists on federal charges—including immigration fraud and credit card theft—beyond those explicitly related to planned or attempted terrorism, there slowly grew a movement among certain figures in government and the media to press for a transfer of these cases outside the criminal justice system. They advocated the use of military tribunals or the creation of a national security court, ostensibly to prevent the public dissemination of classified information, particularly to the United States' enemies in the global struggle against terrorism. Their argument may have been fueled by failures, at the time, to obtain convictions in certain high-profile terrorism cases, as well as by the court case of Zacarias Moussaoui, whose demands to interview terrorism figures in U.S. custody could have jeopardized national security, even as they might have exculpated him.

In response not only to this pressure on government decision-makers to move away from the criminal justice system, but also to the lack of information available to researchers and analysts regarding the efficacy of this system, Human Rights First commissioned Akin Gump lawyers to prepare an analysis of federal terrorism prosecutions. The resulting white paper, "In Pursuit of Justice: Prosecuting Terrorism in the Federal Courts," was released in May 2008. Co-authored by litigation partner James J. Benjamin Jr. and litigation practice co-head Richard B. Zabel, both former federal prosecutors in the U.S. Attorney's Office for the Southern District of New York, the report viewed government cases filed against 257 defendants in a six-year period beginning in late 2001. Every case involved terrorism associated "organizationally, financially, or ideologically...with Islamist extremist terrorist groups like Al Qaeda."

What Zabel and Benjamin found was that, between September 12, 2001, and December 31, 2007, of 160 defendants who had charges resolved, 145 were convicted of at least one count. Of these, over 85 percent were sentenced to an average of over eight years' imprisonment. This data supports the conclusion that the federal judiciary is an effective forum to resolve these controversial cases without need for parallel structures of justice. As they wrote, "Many of the purported criticisms of the justice system do not withstand scrutiny. Although the justice system is far from perfect, it has proved to be adaptable and has successfully handled a large number of important and challenging terrorism prosecutions over the past fifteen years without sacrificing national security interests or rigorous standards of fairness and due process."

This white paper has been reported, acclaimed or cited across the Internet by law and human rights writers, as well as on Capitol Hill and in major media outlets.

Protecting Terrorism's Victims

Kumar (not his real name), a fisherman from Sri Lanka and an asylum seeker in the United States, is in the odd position of being barred from asylum by the Tamil Tigers, a Sri Lankan terrorist group.

After Kumar refused to surrender his fishing boat to the Tamil Tigers, they took him hostage in November 2004 and demanded he pay his own ransom to be released. In order to obtain release from the dark basement in which he was kept captive, he paid them \$500 and, soon thereafter, fled to safety in the United States. Rather than offer protection to this refugee who has never been accused of committing any crime, the Department of Homeland Security (DHS) jailed Kumar. DHS argued, and the Board of Immigration Appeals (BIA) later ruled, that his ransom payment, even though made under duress, constituted "material support for terrorism" and thus barred him from asylum.

After Kumar had been in detention for more than two years, Human Rights First asked Akin Gump to take over his case. Within a few months, a federal habeas corpus lawsuit filed by Akin Gump led to his release, and the BIA had remanded his case to the immigration court to determine whether DHS could grant him a waiver of the material support bar. In March 2008, the immigration court found Kumar eligible for asylum, based on U.S. State Department reports as well as on testimony from three experts on Sri Lanka. DHS still refused to relent, however, and appealed his case back to the BIA, where it was still pending as of April 2009.

Akin Gump's litigation and public law and policy groups continue to press for asylum for Kumar, either through a court order or through a DHS waiver to the material support bar. His waiver application has been pending with DHS since May 2007 without response. Akin Gump is also working closely with Congress and Human Rights First to advocate for a fair application of the material support bar that ensures that victims of terrorism are protected, while terrorists and their supporters are not allowed access to the United States.



Though he has never been accused of a crime and is no flight risk, Kumar has been forced by DHS to wear this uncomfortable ankle bracelet while his asylum claim is pending.



[**Real-time Access**]

Information is the currency of our times. Our clients need up-to-the-minute analysis of the legal, business and regulatory events that are shaping our collective future. Consequently, one of the tools we use to keep our clients informed of impactful, late-breaking news—sometimes even as the news unfolds—is the firm’s Web-based presence.



Keeping Clients Current

Akin Gump produces and hosts blogs in several key practices that bring critical information only a mouse-click away from our readers and, in some cases, also use e-mailed newsletters to disseminate the same information in a convenient and readily accessible format. In other cases—such as that of our well-received *Akin Gump Reports: The Obama Administration*—we use the Web as a platform to disseminate the firm’s longer-form written work to clients and the public alike. The end result we seek through these various information streams is to arm our clients with actionable information that will help them maintain their competitive advantage and advance their business objectives.

Financial Markets Crisis Blog

“Financial Markets Crisis Resource Center” was created as a fixed-term, cross-practice blog to provide analysis of breaking news, legal and regulatory developments during the height of 2008’s market meltdown. As one of the first financial crisis-related law blogs, it was recognized in the media and blogosphere for comprehensive coverage that spans corporate issues (including financial restructuring and investment funds), public law and policy, and litigation. *The American Lawyer* blog, “The AmLaw Daily,” wrote, in early October, “...we found a clear winner. It seems unlikely that anyone in the short term will outdo Akin Gump’s Financial Markets Crisis Resource Center.” In light of the expanding framework of economic recovery legislation, the firm recently transitioned this blog to the “[Economic Recovery Resource Center](#),” a new site dedicated to providing up-to-the-minute news and analysis concerning the government’s recovery programs and their impact on business and the law.

Supreme Court Blog

“SCOTUSblog” — which is sponsored exclusively by Akin Gump, and in which several firm lawyers participate—is one of the nation’s leading law blogs, specializing in coverage of the U.S. Supreme Court and its decisions. SCOTUSblog analyzes the reasoning behind acceptance of cases for review, as well as decisions on the day of their release. When the need arises, such as in its coverage of the hotly debated Second Amendment case, *District of Columbia v. Heller*, proceedings are “liveblogged” to provide a window into events as they occur. In addition to its daily coverage and analysis of the Supreme Court, SCOTUSblog also fills an archival and reference function through SCOTUSwiki, its open reference site at which authors can also edit and refine documents regarding the Court, its functions and

decisions. The page for *Heller*, for example, contains links to briefs and documents at both the certiorari and merits stage and an analysis of events from the pre-argument phase to oral argument, as well as links to press and “blogosphere” articles and discussion of the case. SCOTUSblog receives millions of hits each year and has been singled out for praise by publications including *BusinessWeek*, *New York Law School Law Review* and *ABA Journal*.

Climate Change Blog

“[ClimateIntel](#)” is a blog produced by the firm’s climate change practice that offers daily analysis of domestic and international regulatory, policy and litigation developments regarding climate change technologies, industrial sectors and markets. It has been featured by *ABA Journal* and *MIT Sloan Management Review*, among others, and referenced by outlets across the political spectrum, from *The Wall Street Journal* and *National Review Online* to independent climate watch blogs.

Washington Labor Blog

“[Washington Labor & Employment Wire](#)” is a blog produced jointly by the firm’s labor and employment and public law and policy practices that addresses the intersection of public policy, regulation and politics in the area of federal labor and employment law. It has been referenced by business, academic, legal, watchdog and labor blogs.

Knowledge Management

Our online presence is even more useful in keeping clients up to date about the status of their legal engagements. Whether it’s the ability to access the latest proposed revisions to a merger agreement or to review a brief in litigation, our clients have the full resources of the law firm at their disposal every minute of the day. We use matter-specific extranets to facilitate instant retrieval of new materials and to provide our clients with a repository of their past work product for their internal reuse. In 2009, we will introduce Client View, a new suite of value-added tools to aid clients more broadly in their business pursuits. The new tools will include corporate research and business intelligence offerings, access to a CLE library and access to portions of the firm’s internal knowledge management work-product collections, including sample forms and research memoranda on a variety of legal and business issues. This collection provides our clients with a window into the ways that the firm’s knowledge management resources bring value to all of our engagements and aid us in recapturing the firm’s collective knowledge in real time. By tying up-to-the-minute analysis to flexible technology, we help our clients focus on what’s important.

Accolades

THE AMERICAN LAWYER'S LITIGATION DEPARTMENT OF THE YEAR

The January 2008 issue of *The American Lawyer* named the litigation practice at Akin Gump as one of the top five in the United States. In recognizing the firm among the finalists in its biennial "Litigation Department of the Year" competition, the magazine cited Akin Gump's "impressive list of wins against formidable adversaries," its "daring and creativity" in winning at trial and its "political savvy" when politics and legal matters intersect.

THE NATIONAL LAW JOURNAL'S APPELLATE HOT LIST

Akin Gump was recognized on *The National Law Journal's* 2008 inaugural list of top appellate firms. In compiling its list, the *NLJ* sought firms that scored at least one significant appellate win since January 2007 "before the U.S. Supreme Court, a U.S. circuit court of appeals or a state court of last resort when the financial stakes were high or an important legal principle was at stake" and that maintained "an impressive track record overall."

THE GREATEST WASHINGTON LAWYERS OF THE LAST 30 YEARS

Legal Times named Akin Gump's Robert S. Strauss and Thomas C. Goldstein to its list of "The 90 Greatest Washington Lawyers of the Last 30 Years." The 2008 list recognizes those lawyers "who have had the greatest impact on the Washington legal community" over the past three decades. Messrs. Strauss and Goldstein were recognized as "Visionaries," lawyers whose "foresight and hard work have changed the business of law in Washington."

CHAMBERS USA RECOGNITION

Akin Gump was shortlisted in 2008 by Chambers USA for Awards for Excellence in the areas of Bankruptcy and Investment Funds.

RESTRUCTURING OF THE YEAR

The International Financial Law Review named the prepackage of Remy International as Restructuring of the Year. Akin Gump was one of six firms working on this transaction.

FINANCIAL TIMES/MERGERMARKET EUROPEAN M&A SHORT LIST

In 2008, the second annual *Financial Times/Mergermarket* European M&A awards shortlisted Akin Gump as Legal Advisor of the Year for Russia.

CORPORATE BOARD MEMBER'S AMERICA'S BEST CORPORATE LAWYERS

For eight consecutive years (2001-2008), Akin Gump has been named in *Corporate Board Member's* survey as one of the 20 top law firms in the country. The survey asked directors of publicly traded companies nationwide to identify the law firms they most admire.

THE 50 MOST INFLUENTIAL MINORITY LAWYERS IN AMERICA

Vernon E. Jordan Jr. and Prakash Mehta were named in 2008 to *The National Law Journal's* list of the 50 Most Influential Minority Lawyers in America. In compiling its list, the *NLJ* sought out lawyers "who have had a national impact in their legal fields and beyond during the past five years." Specifically, the publication looked for those "who have demonstrated the power to change the law, shape public affairs, launch industries and get big things done."

THE M&A ADVISOR "DEAL OF THE YEAR"

Akin Gump won the 2008 "Media, Entertainment or Telecom Financing Deal of the Year" award at the third annual *M&A Advisor* Middle-Market Financing Awards gala. *The M&A Advisor* is a leading industry publication geared to buyers and sellers of middle-market companies. The firm was recognized for its advisory role in the IPO of Cinemark Holdings, Inc.

ALLY OF JUSTICE AWARD

Human Rights Campaign (HRC) honored Akin Gump with the 2008 Ally of Justice Award, which recognizes outstanding contributions to the lesbian, gay, bisexual and transgender (LGBT) community through pro bono service to the HRC. Additionally, for the second year in a row, Akin Gump has earned the top rating of 100 percent on the 2009 Corporate Equality Index, an annual survey administered by the HRC Foundation measuring treatment of LGBT employees and consumers.

HISPANIC BAR ASSOCIATION EMPLOYER DIVERSITY AWARD

Akin Gump received the 2008 Employer Diversity Award from the Hispanic Bar Association of D.C., for its performance on the recruitment and retention of Latino attorneys and its expressed commitment to Latino professionals and diversity in the workplace.

Akin Gump Strauss Hauer & Feld LLP is a leading global law firm providing innovative legal services and business solutions to individuals and institutions. Founded in 1945 by Richard Gump and Robert Strauss with the guiding vision that commitment, excellence and integrity would drive its success, the firm focuses on building lasting and mutually beneficial relationships with its clients. Our firm's clients range from individuals to corporations and nations. We offer clients a broad-spectrum approach, with over 65 practices that range from traditional strengths such as appellate, corporate and public policy to 21st century concentrations such as climate change, intellectual property litigation and national security.

Akin Gump is one of the world's largest law firms, with more than 800 lawyers and professionals in 13 offices.

What sets us apart from other large law firms is our established Mandate for Commitment, which outlines the firm's philosophy and vision for the future. The Mandate is comprised of five core values: Collegiality, Commitment, Excellence, Integrity and Intensity—

- **Collegiality** in terms of teamwork, civility and mutual respect
- **Commitment** to our clients, our firm and to each other
- **Excellence** in connection with our work product, our client service and in our results
- **Integrity** in terms of professionalism, candor and honesty
- **Intensity** in everything we do.

These principles guide Akin Gump, and have served us well in our rise to a position of leadership among top firms.

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