



**2009-10**  

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**AKIN GUMP**  
annual review

AKIN GUMP  
STRAUSS HAUER & FELD LLP

# highlights

**OUTSTANDING ACHIEVEMENT AWARD** Washington Lawyers' Committee for Civil Rights and Urban Affairs honored Akin Gump Strauss Hauer & Feld LLP for the firm's contributions to public education.

**ANGEL OF FREEDOM AWARD** The Human Rights Initiative of North Texas honored Akin Gump for providing more than \$400,000 in legal services—30 percent of HRI's legal donations.

**TOP WASHINGTON LAWYER** *Washington Business Journal* recognized Michele Roberts in the category of White Collar Criminal Defense and James Savin in the category of Bankruptcy.

**TOP 10 EMPLOYMENT DEFENSE LAWYERS** *Daily Journal* named Catherine Conway one of California's Top 10 Employment Defense Lawyers.

**LAW FIRM OF THE YEAR** Honored by *The M&A Advisor* for the firm's successful participation in complex transactions.

**ENERGY DEAL OF THE YEAR** Recognized by *The M&A Advisor* for the firm's role in the Regency Energy Partners LP's \$1.053 billion joint venture with Alinda Capital Partners and an affiliate of GE Energy Financial Services.

**OUTSTANDING RESTRUCTURING LAWYERS** For the second year in a row, *Turnarounds & Workouts* named Fred Hodara to its annual list of Outstanding Restructuring Lawyers. Abid Qureshi was named to its annual list of Outstanding Young Restructuring Lawyers.

**TOP 10 FIRMS USED FOR LABOR AND EMPLOYMENT LITIGATION** Identified as a top 10 firm by *Corporate Counsel* in its Who Represents America's Biggest Companies survey.

**PRO BONO LEADER AWARD** Appleseed honored Steven Schulman with the Pro Bono Leader Award, praising him as "one of the country's leading immigration attorneys."

**100 MOST POWERFUL WOMEN IN WASHINGTON, D.C.** *Washingtonian* named Michele Roberts as one of the 100 Most Powerful Women In Washington, D.C.

**FINANCIAL SERVICES DEAL OF THE YEAR** Recognized by *The M&A Advisor* for the firm's representation of First Southwest Company in its acquisition by Plains Capital Corporation.

**MEDIA, ENTERTAINMENT OR TELECOM DEAL OF THE YEAR** Recognized by *The M&A Advisor* for the firm's advisory role on Media Rights Capital's \$350 million credit facility.

**FOOD AND BEVERAGE DEAL OF THE YEAR AWARD**—Recognized by *The M&A Advisor* for the firm's leading role in the reorganization of Pierre Foods.

**POWER LAWYERS** John Burke and Howard Fabrick were named to *The Hollywood Reporter's* annual list of "Power Lawyers," the 100 most influential entertainment lawyers in America.

**TOP 100 LAWYERS IN LOS ANGELES** *Los Angeles Business Journal* named Catherine Conway and Rex Heinke to its list of the top 100 lawyers in Los Angeles.

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## Dear Clients, Alumni and Friends,

We recognize and respect the challenges you have faced both personally and professionally. By any measure, 2009 will certainly be viewed as a crossroads year in the wake of the global markets crises and with stakeholder efforts well underway to assess damage and begin reconstruction.

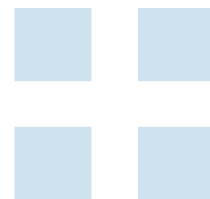
In 2009, every client stood before divergent paths, and each faced a different decision: whether to contract or expand? whether to buy or be bought? to reform or retrench? to raise or fold? to contest or settle? This demanding environment required and rewarded nimbleness and strength, tenacity and adaptability, in equal measure, from each enterprise as well as from its counsel.

The mission of Akin Gump—the reason this firm exists—is to advise our clients as they choose the road on which they will embark and to assist them in negotiating the turns and obstacles between them and their goals. The pages that follow are intended to share the valuable experiences and insights of our clients, as well as those of our seasoned practitioners, drawn from their time at these junctures of challenge and opportunity.

2010 will see the first fruits of these efforts. This annual review is a tribute to the ability of our clients, throughout 2009, to adapt to economic adversity, innovate under pressure and transform their enterprises to strategic advantage.



R. Bruce McLean  
*Chairman*



# Economy at a Crossroads

## CRISIS, RECOVERY AND REFORM

In the environment of uncertainty and change that prevailed throughout 2009, businesses nationwide looked to their legal counsel to interpret and, ideally, anticipate the movements of government through the mazes of reconstruction and reform. As rumors concerning proposed federal economic stimulus programs proliferated alongside opaque new acronyms—TARP, ARRA, P-PIP—the private sector sought advice that would allow enterprises either to benefit from these programs or to avoid disadvantage. Among the recovery- and reform-related engagements we undertook on our clients' behalf are the following, in which Akin Gump lawyers and policy advisors handle a number of these new acronyms, tackle health care reform, help launch a fund investing in mortgage-backed securities and delve into the production of green energy technologies.



A CLOSER LOOK :: AMERICAN RECOVERY AND REINVESTMENT ACT

## Funding Secured

Akin Gump's public law and policy practice assisted a variety of clients with identifying funding programs authorized under the American Recovery and Reinvestment Act (ARRA). This work often involved advising clients on questions of eligibility, securing support from key congressional members for client applications and reviewing project applications. We also advised public- and private-sector entities on compliance with the ARRA.

In May 2009, the Department of Energy (DOE) issued competitive funding solicitations totaling \$2.4 billion for projects designed to accelerate U.S. manufacturing capacity for batteries and electric drive components and for the deployment of electric drive vehicles. In response, we helped with successful applications for a total of \$95.7 million in funding awards for clients, including: a developer and supplier of electric and energy management systems for hybrid and electric vehicles seeking to increase production capacity of its advanced automotive electric drive system component manufacturing plants; a producer of lithium materials for advanced transportation batteries seeking to expand and upgrade the production of lithium carbonate and high purity lithium hydroxide; and an advanced battery component manufacturer seeking to produce electrolyte salt (LiPF<sub>6</sub>) for lithium-ion batteries.

Together, the DOE Office of Energy Efficiency and Renewable Energy and Office of Fossil Energy received over \$20 billion in ARRA funding, subsequently leading to funding solicitations for projects to advance zero- or low-emission energy sources and fuels. In this regard, we helped a consortium of energy companies with a successful application for funding to demonstrate use of advanced amines and additives for carbon capture and sequestration at a proposed new electricity generating plant. We also helped an energy and technology company developing an application for a DOE loan guarantee to fund leading-edge biofuels projects under the agency's program for innovative energy efficiency, renewable energy and advanced distribution technologies.

In May, the Department of Transportation (DOT) issued a solicitation for competitive grants for innovative transportation projects that show significant economic and environmental promise for the nation, a region or metropolitan area. Akin Gump helped clients prepare applications for grants and funding—and secure support letters from congressional members for inclusion in their applications—that are currently pending at the DOT.

## On the Leading Edge of Health Care Reform

As health care reform became the centerpiece of the Obama administration's legislative agenda in the second half of 2009, Akin Gump lawyers in the health industry and public law and policy practices worked with health industry companies—and employers, generally—in an environment whose ground shifted daily and very publicly.

As health care bills worked their way through both chambers of Congress, our lawyers and advisors helped physician groups, hospitals, pharmaceutical companies and device manufacturers navigate the complexities of the legislation. At the same time, we advocated on issues critical to protecting our clients' interests, such as improvements to Medicare reimbursement rates, interacting on a daily basis with the key congressional committees, including the House Ways and Means, Energy and Commerce, and Education and Labor committees and the Senate Finance and HELP committees, as well as before the relevant executive branch regulatory bodies and departments, including the HHS, CMS and White House Office of Health Reform.

As health care reform unfolds, our health and policy practices will continue to advise clients on the opportunities and risks presented by new legislation, as well as provide guidance on its regulatory impact.

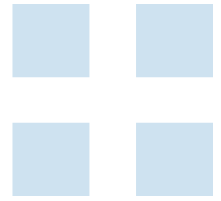
## Fund Creates Unusual Partnership with Treasury

Akin Gump represented **Angelo, Gordon & Co., L.P.** in connection with the launch of AG GECC Public-Private Investment Fund, L.P., an investment fund formed to invest in eligible commercial mortgage-backed securities and residential mortgage-backed securities under the U.S. Department of the Treasury's Legacy Securities Public-Private Investment Program. This program is designed as a partnership between the Treasury, private sector fund managers and private investors to purchase real estate-related securities from financial institutions as part of a comprehensive plan to repair balance sheets throughout the financial system.

In this transaction, Angelo, Gordon & Co., L.P. entered into a joint venture partnership with General Electric Capital Corporation. The representation was significant in that the joint venture was one of nine private-sector fund managers selected by the Treasury to participate in the Public-Private Investment Program. The structure of this fund is unique as it incorporates an unusual partnership with the Treasury. The fund held its initial closing in October 2009 and closed on over \$500 million in capital commitments. The fund is currently marketing to investors with targeted capital commitments of approximately \$1 billion within six months following the initial close. In addition, we have advised on the structuring and operation of the joint venture between Angelo, Gordon & Co., L.P. and General Electric Capital Corporation.

## Bank Created Amidst Paralysis of Financial Services Sector

Akin Gump represented **First Southwest Holdings Co.**, an investment bank and financial advisor, in its acquisition by PlainsCapital Corp., the holding company for Dallas-based financial advisory and investment bank First Southwest Co. The stock-for-stock acquisition increased PlainsCapital's deposits by an estimated \$370 million and increased its assets by an estimated \$500-700 million. The transaction was completed amid the unprecedented paralysis of the financial services sector and required approvals from state and federal banking authorities. Plains was a recipient of TARP funds, which further complicated the transaction, and First Southwest was a holder of several hundred million dollars of Auction Rate Securities, another complicating factor. The acquisition brought together PlainsCapital, Texas' second-largest privately held commercial bank, and First Southwest, the second-ranked public finance advisory firm in the United States, to create a full-service middle market bank for Texas and the Southwest.



# Crossing Borders

## INTERNATIONAL ENGAGEMENTS

The work of Akin Gump's international offices in collaboration with our stateside lawyers and advisors consistently places us among the industry's leaders in the diversity and significance of the globally oriented engagements we undertake for clients both in the United States and around the world. 2009 saw simultaneous U.S./Canada bankruptcy proceedings; the Abu Dhabi Grand Prix; copper development in the Congo; a Hong Kong company clearing its name, a Russian oil company, the second-largest in the world, expanding and consolidating. The thread that binds these far-flung engagements: our ability to build teams across time zones and practices to support our clients no matter the latitude, climate or currency.





A CLOSER LOOK :: NORTEL NETWORKS INC.

## A Tale of Seven Sales

In 2009, we represented our client, the Official Committee of Unsecured Creditors of Nortel Networks Inc., in seven negotiated sales totaling approximately \$3 billion.

Nortel is an Ontario, Canada-based leader in telecommunications equipment sales that does business in more than 150 countries worldwide. In January 2009, Nortel filed for creditor protection under Canada's Companies' Creditors Arrangement Act (CCAA) and the U.S. Bankruptcy Code's Chapter 11. In the course of our representation of the Committee, we participated in negotiations for the sale of seven of Nortel's business units and the consummation of four such transactions on the Committee's behalf, each under Sec. 363 of the Bankruptcy Code.

Among the consummated transactions was one of the largest sales under Sec. 363 in U.S. history—the approximately \$1.13 billion purchase of Nortel's North American wireless network by Sweden's Telefon AB LM Ericsson, which closed in November 2009. With this purchase, Ericsson, already the world's largest maker of wireless equipment by sales, is now positioned to become the largest supplier of such equipment in North America. In another significant transaction, in September 2009, we represented the Committee in the auction sale of Nortel's enterprise solutions business to New Jersey-based Avaya, Inc. The transaction consisted of approximately \$900 million in immediate cash, plus a payment of \$15 million for an employee retention program; it closed in December 2009. These two negotiated sales in combination with sales of five other Nortel business units totaled approximately \$3 billion.

We also represented the Committee in negotiations with the U.S. Internal Revenue Service (IRS) and the Canada Revenue Agency in connection with an advance pricing agreement (APA) request, asking the taxing authorities to agree on potential reallocations of income between the two jurisdictions resulting from the transfer pricing methodologies applied to Nortel's international transactions. These efforts culminated in a stipulation between Nortel and the IRS that provides for a settlement of the IRS' asserted \$3 billion claim against Nortel for a total prepetition U.S. federal tax liability of \$37.5 million and Nortel's entry into the APA. Further, we negotiated the allowance of a claim in favor of Nortel's U.S. estates against the Canadian estates in excess of \$2 billion to account for the reallocation of taxable income to the United States under the APA. The settlement was approved by the courts on January 21, 2010.

## Simultaneous Bankruptcy Proceedings in U.S. and Canada

Chapter 11 proceedings for Montreal-based **Quebecor World** (USA), Inc., the second-largest commercial printer in North America, were the largest commenced in the United States in 2008, until the Lehman Brothers Chapter 11 filing.

Following numerous attempts to raise capital and sell assets, 54 separate Quebecor entities commenced simultaneous Chapter 11 proceedings in New York and a CCAA proceeding in Quebec. Shortly thereafter, Akin Gump was retained by the Official Creditors Committee to represent the interests of claims exceeding \$2 billion. In the first month of the case, we litigated—and ultimately negotiated a successful resolution of—issues arising from a \$1 billion debtor-in-possession financing facility.

Almost immediately thereafter, Akin Gump successfully concluded the sale of the company's European operations in order to preserve value for unsecured creditors. The case involved a substantial business and balance sheet restructuring, complex avoidance action litigation issues, significant banking and tax issues and intercreditor issues.

On July 21, 2009, Quebecor (now World Color Press Inc.) successfully emerged from protection under the CCAA and Chapter 11. The Canadian Plan of Reorganization and Compromise and the U.S. Joint Plan of Reorganization included \$800 million exit financing facilities.

## First Russian-Chinese Joint Venture Established

A team of lawyers from our Moscow office spearheaded an effort, joined by our London and Beijing lawyers, to assist BVI-based **Nobel Oil** in completing a series of transactions that resulted in the establishment of what is likely to be the first Russian-Chinese joint venture in the Russian oil and gas industry. Nobel Oil is a midsized, upstream oil and gas company with assets primarily in Russia's Komi region. Over the course of nine months, Nobel negotiated with Oriental Patron Financial Group, a Hong Kong investment group representing its partner in the project, China Investment Corp (CIC), one of the world's largest sovereign wealth funds.

The transactions, with an aggregate investment on the part of CIC amounting to \$300 million, involved a reorganization of the Nobel group of companies, a buyout of Nobel's minority shareholders, the sale of a 50 percent stake in Nobel Oil to the China Investment Corporation/Oriental Patron Financial Group and the establishment of an offshore joint venture vehicle.

## Defending Global Shrimp Industry Producers

We successfully represented **OceanInvest**, an Ecuadorian shrimp producer, and **Thai Union Frozen Foods** (parent of Chicken of the Sea), a Thai shrimp producer, in the U.S. Court of International Trade. We defended the very low antidumping margin determinations that the Commerce Department calculated in administrative review proceedings that the domestic industry had challenged. Akin Gump also represented two additional Ecuadorian shrimp producers, Promarisco and Songa, in a separate administrative review proceeding that also resulted in the calculation of very low antidumping margins.

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### Flash Entertainment FZ-LLC

Represented Flash Entertainment FZ-LLC, a leading live events company in Abu Dhabi, in its acquisition of a 10 percent equity stake in Zuffa, LLC, owner and operator of the "Ultimate Fighting Championship."

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A CLOSER LOOK ■■ LUKOIL

## LUKOIL Makes Three Strategic Moves

Akin Gump had the opportunity to counsel LUKOIL, the second-largest (by proven hydrocarbon reserves) oil company in the world, in a number of matters that served to further the company's strategic expansion in all phases of the oil market.

First, LUKOIL completed the acquisition of a 45 percent stake in the Dutch refining company Total Raffinaderij Nederland N.V. for around \$800 million to become a joint venture partner with France's Total S.A., which holds the remaining 55 percent. Successful completion of the deal was the result of intense efforts over a period of five months, including dramatic negotiations and an ingenious and bold move by the client.

The refinery asset being sold by The Dow Chemical Company was put out to competitive bid. However, LUKOIL's bid was not accepted. Although the deal seemed lost for our client, the contract was subject to the right of pre-emption exercisable by Total S.A. under the terms of a shareholder arrangement with Dow. In a move that took markets by surprise, Dow and the contract winner by surprise, LUKOIL convinced Total to exercise its right of pre-emption to acquire the interest and sell it on to LUKOIL.

In order to comply with Total's requirement for full protection (including the bulk of acquisition funds to be in place), our Moscow corporate and London finance teams made extraordinary efforts to negotiate and fully document the deal for the back-to-back pre-emption acquisition and on-sale to LUKOIL within the narrow window that Total was given to exercise its right of pre-emption. As a result, our client has added another strategic asset—in this case, an expanded European refining presence—to its portfolio.

Second, Akin Gump advised LUKOIL in the sale of assets from its Getty Petroleum Marketing subsidiary to two other LUKOIL subsidiaries in deals that substantially restructure LUKOIL's North American presence. In September 2009, Getty sold assets and inventory related to blending and supply to LUKOIL Pan Americas LLC. Then, in November, Getty sold 164 branded service station properties, contracts to supply over 300 other stations and other assets, including its home heating oil and propane gas company, to LUKOIL North America LLC. The deals, totaled just over \$220 million. As a consequence, LUKOIL North America will, according to the company, be the vehicle through which LUKOIL will grow its U.S. presence.

Third, we advised LUKOIL in its purchase, for \$1.6 billion, of BP PLC's 46 percent stake in the LUKARCO BV joint venture, thereby giving our client full ownership of that venture's stake in Kazakhstan's Tengiz oil field. Lukarco has a 5 percent interest in Tengizchevroil, along with Chevron, ExxonMobil and KazMunayGas, which was formed in 1993 to develop the Tengiz and Korlevskoye oil fields in the northeastern Caspian Sea.

## Abu Dhabi Grand Prix Starts Its Engines

Akin Gump handled all the legal work for the first Abu Dhabi Grand Prix, held in November 2009 at the Yas Marina Circuit on Yas Island in the Emirate of Abu Dhabi. The Abu Dhabi Grand Prix served as the season finale for the 2009 Formula One calendar.

In addition to being the United Arab Emirates' first Formula One Grand Prix, the event was also Formula One's first-ever day-night race and the first major event to take place on the Hermann Tilke-designed Yas Marina Circuit.

Working on very tight deadlines, our involvement extended to every aspect of the Grand Prix. We drafted or advised on substantially all the legal agreements for the event, including agreements for television rights, production, licensing, ticketing, advertising and sponsorship.

We also advised on several artist and venue agreements for concerts that took place at the Yas Marina Circuit during the Grand Prix, including agreements with high-profile artists such as Aerosmith.

We continue to advise **Abu Dhabi Motorsports Management**—the organizer of the Abu Dhabi Grand Prix—on all their day-to-day operations at the Yas Marina Circuit, as well as on a number of their upcoming race events.

## Nonproliferation and Russian Uranium

Our international trade lawyers were instrumental in helping to design the first agreement suspending an antidumping investigation under the special statutory provision for agreements with non-market economy countries related to Soviet imports of natural uranium. That agreement remains in effect today. It was amended in 2008, and today continues to function as a key component of an important nonproliferation agreement between the United States and Russia.

In late 2008 and 2009, the firm represented **Power Resources, Inc.** and **Crow Butte Resources, Inc.** in litigation pending in the U.S. Court of International Trade challenging the 2006 decision of the U.S. Department of Commerce to continue the anti-dumping action against Russian uranium. The litigation was successfully resolved after the case was dismissed in June 2009 following a Supreme Court decision reversing a pertinent lower court ruling in a different case.

## Maximizing Value in Bankruptcy Proceedings

*In re PetroRig I Pte Ltd., et al.*

We represented a group of Singaporean companies in a contract to purchase three semi-submersible deep water oil rigs being constructed in **Singapore**. We successfully established jurisdiction in the Southern District of New York for our client, filed the entities for bankruptcy and commenced an action seeking to temporarily restrain and permanently enjoin the sale of one of the three rigs our clients had contracted to purchase. Since our filing, for the aggregate amount of approximately \$1.5 billion, we have successfully negotiated the sale of our clients' contracts to purchase the three oil rigs, thereby maximizing the value of our clients' estate.

## ***Antartica v. NASDAQ Stock Exchange and OHIM***

Won affirmation in The Court of Justice of the European Community of a lower court's decision refusing a sports equipment manufacturer's attempt to register "NASDAQ" in the European Community. The Court of Justice awarded costs to Akin Gump client The Nasdaq OMX Group, Inc.

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## CEVA Group plc

Represented issuer, CEVA Group plc, in a multi-tranche debt exchange offer, including the issuance of \$127 million and €120 million of new second-priority secured notes.



## Landmark Antidumping Case

In 2009, Akin Gump represented the **Catfish Farmers of America** (CFA) and a number of individual catfish processors in the first sunset review of the antidumping order against certain frozen fish fillets from Vietnam. This landmark antidumping case was the first filed against a product from Vietnam. In this first sunset review to determine whether it should be renewed for another five years, the Commerce Department and the International Trade Commission, by a unanimous vote, decided to continue the order. We also represented the CFA in antidumping administrative reviews and new shipper reviews and resulting court appeals to the U.S. Court of International Trade.

## Company Re-Establishes Its Sales Position

We succeeded in obtaining the first removal of a company, Hong Kong-based **Britestone, Ltd.**, from the Department of Commerce Bureau of Industry and Security's Entity List since the list's expansion in 2008. The Entity List contains names of foreign legal persons whose access to items subject to U.S. export controls has been restricted because of suspected activity that is inconsistent with the objectives of such controls. In this case, our client was believed to have sold electronic components indirectly to Iran that allegedly were used to construct IEDs deployed against U.S. troops in Iraq and Afghanistan. The impact of our client's listing was immediate—most of its suppliers ceased doing business with it, and, as a result, its sales came to a virtual halt and it was forced to lay off most of its employees. After we conducted an internal investigation and filed a successful appeal that addressed the problematic shipments, Britestone, Ltd. was removed from the list and was able to resume normal operations and re-establish its sales position in February 2009.

## Only Competitive Need Limit Petition Accepted

Akin Gump filed a petition on behalf of **Bridgestone** seeking a competitive need limit (CNL) waiver necessary to retain duty-free benefits for automobile tires imported from Thailand under the U.S. Generalized System of Preferences (GSP). Of numerous petitions filed, it was the only one accepted.

## Landmark Civilian Nuclear Cooperation Agreement

We advised the **Embassy of the United Arab Emirates** in Washington, D.C., with regard to the successful completion of the U.S.-UAE civilian nuclear cooperation agreement that President Obama submitted to Congress for review in 2009 and that took effect just before the end of the year.

The agreement was a milestone in the UAE's ambitious \$40 billion plan to build up to four nuclear power plants to provide energy for its people. The agreement is also a landmark, in that it is the first such agreement in which a party (the UAE) agreed not to enrich uranium or reprocess spent nuclear fuel. In other words, the UAE is creating a model in which countries can gain access to nuclear energy for peaceful purposes without resorting to developing the types of technology that can be used to make nuclear weapons.

Akin Gump led the lobbying effort and played a role in providing technical advice with respect to the text of the agreement and related documents.

## Largest Trade Case Ever Filed by United States

We represented the **government of British Columbia** in a softwood lumber countervailing duty and dumping dispute with the United States. The dispute is the largest trade case ever filed by the United States. British Columbia is the source of nearly two-thirds of the lumber exports from Canada to the United States, and a complex settlement of the dispute was arranged. We assist British Columbia with the ongoing reporting obligations and analysis of its rights and obligations under the agreement. We have also represented British Columbia in an arbitration in the London Court of International Arbitration filed by the United States alleging a breach of the settlement agreement.

## Overtaken ITC's Position on Patent Settlement Agreement

*Epistar v. ITC and Philips Lumileds Lighting Co.*

We won a significant victory for our client **Epistar**—a Taiwan-based manufacturer—over both the International Trade Commission (ITC) and Philips Lumileds Lighting Co.

The case involved Lumileds' claim before the ITC that Epistar had infringed Lumileds' leading patent for high-brightness LEDs. Both the administrative law judge and the ITC concluded that Epistar was precluded from contesting the validity of Lumileds' patent as a result of a settlement agreement between Lumileds and a company that Epistar had acquired. They rejected Epistar's contrary argument that it had preserved its right to challenge the patent's validity in Epistar's own, separate settlement agreement with Lumileds.

On appeal, the Federal Circuit agreed with our argument that Epistar is entitled to contest validity. The victory is significant, in that it overturns the ITC's formal position on the effect of patent settlement agreements, which are commonplace. The ruling also permits Epistar to contest the validity of a foundational patent in Lumileds' LED portfolio.

## Precedent Set in Global Shipping Agreements

*Via Viente Taiwan, L.P. v. United Parcel Service, Inc.*

Akin Gump achieved an important victory for **UPS'** international supply chain business by securing a motion to transfer venue of a case from Texas to the Northern District of Georgia, home to UPS' headquarters, by virtue of a forum selection clause in a UPS proprietary online software for international shipments. The case stemmed from a claim that an international shipper was not responsible for customs duties in Taiwan despite its use of the online shipment software. This victory is notable because it concluded that the shipper agreed to be bound by the terms and conditions in the online shipment software—specifically the forum selection clause. The decision sets an important precedent for our client in enforcing automated global shipping agreements.

### VimpelCom

Advising OJSC “Vimpel-Communications,” a leading international provider of telecommunications services operating in Russia, the Commonwealth of Independent States (CIS) and Southeast Asia, in connection with the proposed combination with Kyivstar, a Ukrainian telecommunications company. The combination is valued in excess of \$20 billion, and is to be effected through a tender offer by a new holding company, VimpelCom Ltd., for the common shares and NYSE traded ADRs of OJSC “Vimpel-Communications.”



VimpelCom

## Hands-on Project Counsel in the Congo

An Akin Gump team from San Francisco, Washington, D.C., and New York is providing full legal counsel services to the **Tenke Fungurume Mining** project, a partnership led by Freeport-McMoRan Copper and Gold Inc., the world's largest publicly traded copper mining company. The project, located in Katanga province of the Democratic Republic of the Congo, will be the largest copper project in the world.

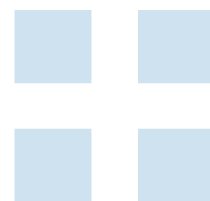
We will develop an in-house legal department and organize the processes by which the legal department can serve the operating units throughout Freeport-McMoRan. In previous years, the Akin Gump project leader served as lead project finance counsel to this project in connection with the financing of the nearly \$2 billion capital costs required to complete phase 1 of the project.

## Importer of PET Film Spared Antidumping Duties

We successfully represented **Kolon Industries**, one of the largest petrochemical companies in the Republic of Korea, in the U.S. antidumping duty administrative review of Polyethylene Terephthalate (PET) Film from Korea. In the Department of Commerce's November 10, 2009, final results, Kolon Industries received a de minimis antidumping duty rate. As a result, Kolon Industries' shipments of PET Film to the United States are subject to a 0.00 percent antidumping duty cash deposit rate. The firm continues to represent the company in subsequent review proceedings.

## Largest Co-Financing Arrangement in Video Game Industry

Akin Gump represented **Abu Dhabi Media Company** in \$125 million revolving financing in a slate of video games developed and published by Warner Brothers Entertainment Interactive. When announced, the deal was the largest co-financing arrangement in the video game industry; it was also significant in that it formed a cross-border relationship between a sovereign wealth fund and an entertainment studio. We also represented Abu Dhabi Media Company in an investment in, and a joint venture with, Gazillion Entertainment, a significant transaction in that it represents one of the first cross-border joint ventures in the online gaming industry centered in the Middle East.



# Clearing Hurdles, Closing Deals

## **CORPORATE, FINANCIAL RESTRUCTURING AND INVESTMENT FUNDS**

Following the fallout of 2008, the smoke started to clear and the dust began to settle in 2009. Business shook off its stun and returned, cautious but determined. Restructuring and reorganization were the order of the day, as clients looked to adjust and adapt to the economic conditions surrounding them. Those with currency looked to acquire. Those without explored the monetization of assets, positioned themselves so as to create optimal conditions for merger or acquisition activity or simply removed themselves from the fray. Ultimately, business continued both in the United States and overseas, as established players expanded or revamped, and new entities were formed through creation, merger or acquisition. If transactions are the canary in the economy's coal mine, by late-2009, the bird had once again begun to find its voice.



CLIENT FOCUS :: RIVERSTONE HOLDINGS LLC

## Investing in a “Clean” Future

“This acquisition presented many challenges, not least of which was our one month time frame in which to complete the deal after being selected by Seajacks as the favored bidder. Akin Gump’s ability to execute this multi-jurisdictional transaction with a team of lawyers that are highly skilled in each of their respective practice areas – and who ‘spoke the language’ of the energy industry – helped give us the competitive edge we needed to optimize the value of this transaction and bring Seajacks’ thought leadership, technological capabilities and key people to the Fund’s portfolio.”

— Pierre F. Lapeyre, Jr. and David M. Leuschen  
co-founders of Riverstone

In 2009, Riverstone Holdings, a market-leading energy and renewable private equity firm, finished fund-raising on Riverstone/Carlyle Renewable and Alternative Energy Fund II, L.P., a \$3.4 billion global private equity fund focused on investments in renewable and alternative energy companies. In order to enhance this fund’s portfolio in the global wind energy sector, the fund was seeking to acquire a portfolio asset that was well-placed strategically in the offshore wind energy industry.

The Riverstone and Akin Gump teams worked in tandem to develop a structure for the transaction, ultimately choosing a Bermuda-based amalgamation structure that would help to increase certainty of closing, address complicated investor and tax issues and lead to a final close in under a month.

The NOK1.2 billion (\$207 million) acquisition of Seajacks International Ltd., a publicly traded Norwegian owner/operator of liftboats servicing wind farms and the offshore oil and gas industries in the southern North Sea, is expected to enhance Riverstone’s R/C Renewable and Alternative Energy Fund II portfolio by partnering with an industry leader that has proprietary offshore wind technological capabilities and expertise.

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### **Chemtura Corporation Creditors Committee**

Represent the Official Committee of Unsecured Creditors of Chemtura Corporation, a global manufacturer and marketer of specialty chemicals, crop protection products and pool, spa and home care products, in its Chapter 11 proceedings.



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### **El Paso Pipeline Partners**

Represented El Paso Pipeline Partners, L.P. in an acquisition of an additional 30 percent interest in Colorado Interstate Gas Company and an additional 15 percent interest in Southern Natural Gas Company from El Paso Corporation for \$736 million.



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### **Foothills Resources, Inc.**

Represented Foothills Resources, Inc., a publicly traded independent energy company, in its Chapter 11 reorganization proceedings in Delaware. Foothills emerged from bankruptcy in early 2010.

**FOOTHILLS RESOURCES**

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### **Magellan Holdings**

Represented the conflicts committee of Magellan Holdings, LP in the \$1.014 billion combination with Magellan Midstream Partners LP.



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### **Colony Capital, LLC**

Represented Colony and one of its affiliates in a transaction in which they originated a \$206 million maximum principal senior secured term loan facility to Newport Beach, Calif.-headquartered William Lyon Homes, a company with a strong operating record through multiple housing cycles. Also, represented Colony in its acquisition of two loan pools from the FDIC, valued at a total of \$178 million.



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### **WCI Communities, Inc. Creditors Committee**

Represented the Official Committee of Unsecured Creditors of luxury homebuilder WCI Communities, Inc. in its Chapter 11 bankruptcy proceedings. WCI exited bankruptcy protection on September 3, 2009, under the control of its senior lenders, a little more than a year after filing Chapter 11.



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### **LandAmerica 1031 Exchange Services, Inc. Creditors Committee**

Represented the Official Unsecured Creditors Committee of LandAmerica 1031 Exchange Services, Inc. in its Chapter 11 proceeding. The Plan of Reorganization was confirmed.



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### **Recycled Paper Greetings, Inc. Informal Committee**

Represented an informal committee of second lien lenders of Recycled Paper Greetings, Inc. in negotiations that culminated in a pre-packaged plan of reorganization.



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### **Apollo Global Management**

Represented Apollo Global Management in its \$438 million purchase of Midland, Texas-based Parallel Petroleum Corp.



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### **TOUSA, Inc. Creditors Committee**

Represent the Official Committee of Unsecured Creditors in the Chapter 11 cases of TOUSA, Inc. and 38 of its affiliates. Prepetition, TOUSA was the nation's 13th-largest public homebuilder and designed, built and marketed detached single-family residences, town homes and condominiums and operated in various metropolitan markets in 10 states across four major geographic regions: Florida, the Mid-Atlantic, Texas and the West. The company filed for Chapter 11 protection, listing liabilities of approximately \$2.24 billion and alleged total assets of \$2.3 billion.





A CLOSER LOOK :: TOURMALET ADVISORS, L.P.

## “Star Traders” Building New Futures

Pequot Capital’s announcement of its dissolution in May 2009 was one of the most widely covered events in the media pertaining to large hedge fund sponsors that were closing their doors. However, even as that venture ended, new ventures were born from “star traders” building a new future.

The principals of Tourmalet Advisors, L.P. were all previously engaged by Pequot Capital Management, Inc., a multibillion-dollar hedge fund sponsor founded in 1998 by Arthur J. Samberg.

Akin Gump represented Tourmalet Advisors, L.P., in connection with the formation and launch of Tourmalet Matawin Fund III, L.P. and Tourmalet Matawin Offshore Fund III, L.P. The Matawin funds are onshore and offshore vehicles that focus on direct and indirect investments in pools of non-performing and performing residential mortgages and certain related instruments. The Matawin III funds are successor funds to two funds (Matawin I and Matawin 12/08) with similar strategies that are currently also managed by Tourmalet and were originally formed and launched by Pequot Capital Management, Inc. during 2008. The Matawin I fund was among the first funds formed to invest in the distressed mortgage markets in early 2008. As a result of very specific investment strategies, these transactions brought with them complex tax and fund structuring issues addressed by our funds and tax practices working in concert.

We also currently represent Tourmalet Advisors, L.P. in connection with the formation, structuring and offering of interests in Tourmalet Partners Fund, L.P. and Tourmalet Partners Offshore Fund, Ltd., onshore and offshore feeders of a hedge fund focusing on traditional long and short investments.

## Entertainment Deal of the Year

We represented **Media Rights Capital** (MRC) in a \$350 million three-year revolving credit facility on behalf of MRC with a syndicate of banks led by JPMorgan Chase and Comerica. MRC is one of the entertainment industry's leading independent film, television and digital studios specializing in the creation of premium film, television and original digital content. The facility gave MRC the capital to fund production of feature films, television series and digital content projects. While facilities of this type are not unusual in film, independent financing structures of this nature are rare in the world of television and digital content. The deal was most notable in that a mere six weeks transpired between the initial bank negotiations (in the midst of the credit crunch) and the closing, at the conclusion of the worst week in U.S. credit markets in more than 75 years. The syndicate of banks involved in the MRC facility had not committed to fund in advance of the closing. The deal was recognized in 2009 as the "Media, Entertainment and Telecom Deal of the Year" by *The M&A Advisor*.

## Paving Rough Roads for Avenue

We represented **Avenue Capital**, the largest noteholder of MagnaChip Semiconductor, in that company's reorganization, which was confirmed by the U.S. Bankruptcy Court on September 26, 2009. Noteholders owed about \$500 million will share 5 percent of the reorganized company's stock and the right to buy as much as 84 percent in an offering. Avenue Capital will act as the "backstop purchaser" and buy at least 67 percent at a price of \$35 million.

We also represented Avenue Capital in its role as the most significant first lien lender and as a member of the informal bondholder group in the Spectrum Jungle Labs Corp. Chapter 11 proceedings. The matter involved a pre-negotiated plan that was heavily contested until the confirmation hearing. The plan was ultimately confirmed despite the objection of the equity committee and became effective on August 28, 2009.

Finally, we represented Avenue Capital and other first lien lenders of ION Media Networks, Inc., the owners and operators of the largest U.S. broadcast television station group and the country's only independent broadcast television network, in the company's Chapter 11 proceedings.

## Chapter 11 Assets Sold to Highest Bidder

In a joint effort by our financial restructuring and energy and global transactions practices, Akin Gump represents **Edge Petroleum**, a publicly traded oil and gas exploration company that filed for Chapter 11 protection in Corpus Christi, Texas, in October 2009. The company's pre-negotiated plan anticipated the sale of all or substantially all of the assets of the company to either an identified stalking horse purchaser or a purchaser making a higher and better offer. The plan also involved a gifting of certain recoveries that were otherwise allocable to the secured creditors to the unsecured creditors in this case. In addition, according to the plan, the transaction would involve the sale of "cleansed" stock of the subsidiaries, rather than a straight asset purchase, which is much more typical. In December 2009, Edge sold its assets to highest bidder Mariner Energy Inc. for \$215 million and received approval for its Chapter 11 reorganization plan.

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### Dynegy

Represented Dynegy in connection with a transformative transaction. Dynegy received more than \$1 billion in cash and 245 million of its Class B shares from its 40 percent shareholder, LS Power. LS Power received \$235 million principal amount of 7.5 percent senior unsecured notes due 2015.



**DYNEGY**

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### Alliance Data Systems Corporation

Advised Alliance Data Systems, a leading provider of loyalty marketing solutions, on the acquisition component of Alliance Data Systems' transaction with Charming Shoppes, Inc., a leading multibrand apparel retailer specializing in women's plus-size fashions, as well as securities and lending transactions with a value of more than \$450 million



**AllianceData.**

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CLIENT FOCUS :: BAKER HUGHES

## Optimized Product Portfolio

“*Akin Gump helped the company raise capital late in 2008, despite incredibly tight credit conditions, then negotiate and execute a complex merger with a team of experienced energy transaction lawyers who understand their culture, business and strategic objectives.*”

—James Rice  
chair, Energy and Global Transactions practice

Baker Hughes Incorporated is one of the world's largest oilfield services companies, doing business in more than 90 countries. However, even an industry giant must align its product portfolio to react to serious market shifts. The challenge for the company in 2009 was how to better position Baker Hughes to drive international growth and to compete for large integrated energy projects.

The \$5.5 billion merger with BJ Services broadened the Baker Hughes portfolio by adding

products, technologies and talented people that are key to helping its customers unlock value in their reservoirs, particularly in the high-growth areas of unconventional gas and deepwater fields.

The transaction enhanced the company's position as a top-tier global oilfield services company by creating a stronger, more efficient service provider for customers worldwide through the integration of pressure pumping into Baker Hughes' wide range of products and services.



## One of the Largest SPAC Acquisitions to Date

Facing daunting economic conditions, rigorous SEC examination and a 10-week timeline, a combined corporate and funds team from Akin Gump applied the newest innovations in deal structuring to represent **Hicks Acquisition Company I, Inc.** (HACI), a special purpose acquisition company, in its \$582 million purchase of Resolute Natural Resources Co. The transaction, which constituted one of the largest SPAC acquisitions to date and one of the largest public equity offerings of the year, was consummated in a period of two-and-a-half months, including a proxy solicitation and multiple SEC comment letters, in order to beat a September 28, 2009, dissolution deadline.

Following the successful consummation of the transaction on September 25, 2009, the combined enterprise was renamed Resolute Energy Corporation and commenced trading on the New York Stock Exchange on September 28, 2009. The acquisition effectuated an initial public offering of Resolute Energy whereby the public shares and warrants of HACI were exchanged for newly issued NYSE-listed shares and warrants of Resolute Energy.

## Formation of One of the World's Largest Renewable and Alternative Energy Funds

Akin Gump represented **Riverstone Holdings LLC** and **The Carlyle Group** in connection with the formation, structuring and negotiation of Riverstone/Carlyle Renewable and Alternative Energy Fund II, L.P., a \$3.4 billion global private equity fund focused on investments in renewable and alternative energy companies. This fund is among the world's largest private equity funds focused exclusively on renewable and alternative energy investments.

We also represented Riverstone and Carlyle in connection with their \$685 million predecessor fund focused on renewable energy investments. Riverstone is one of the most active and successful private equity sponsors in both the conventional and renewable energy industries and is well-positioned to benefit from the increasing need for, and attractiveness of, renewable energy investment. Similarly, Carlyle is one of the largest and most sophisticated international private equity fund sponsors.

## Deleveraging Provides Ownership for Unsecured Creditors

We represent the **Official Committee of Unsecured Creditors of Muzak LLC**, which represents holders of approximately \$370 million of unsecured debt. Muzak—the company that pioneered music programming for businesses—serves more than 250,000 business locations nationwide, using its catalog of over 2.6 million songs to reach more than 100 million people daily. On behalf of the Committee, Akin Gump negotiated a plan of reorganization that was confirmed with unanimous creditor support on January 12, 2010, and a \$108 million secured exit facility. The plan provides for a deleveraging of Muzak's long-term debt by approximately \$220 million and equity ownership of the company by its former unsecured creditors upon emergence.

### R.H. Donnelley Corp.

Represent an ad hoc committee of noteholders in the Chapter 11 proceedings of R.H. Donnelley Corp., the country's third-largest print and online Yellow Pages publisher.



### Foamex International, Inc.

Represented Chapter 11 debtor Foamex, the world's leading producer of polyurethane foam-based solutions and specialty comfort products servicing the bedding, furniture, carpet cushion and automotive markets, in its \$155 million acquisition by MatlinPatterson Global Opportunities Partners III and Black Diamond Capital Management.



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### Berry Petroleum

Acted as Special Indenture Counsel to Berry Petroleum Company in connection with a public offering of \$325 million of senior notes and \$125 million of senior notes in a subsequent offering.



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### VeraSun Creditors Committee

Represented the Official Committee of Unsecured Creditors of VeraSun Energy Corp., in its Chapter 11 proceedings and subsequent asset sales. VeraSun and its 24 affiliates filed for Chapter 11 protection, listing \$3.5 billion in assets and \$1.9 billion in liabilities.



## Creditors Achieve Success in Auction Process

Akin Gump represents the **Official Committee of Unsecured Creditors of General Growth Properties Inc.** General Growth and its approximately 750 wholly owned debtor and non-debtor subsidiaries and affiliates comprise one of the largest shopping center REITs in the United States, managing over 200 shopping centers in 44 states and five master planned communities. General Growth filed for Chapter 11 in April 2009, listing \$29 billion in assets and approximately \$27 billion in liabilities. Akin Gump helped the Committee achieve significant success by, among other measures, facilitating an auction among prospective lenders that allowed the debtors to obtain a \$600 million facility on terms vastly better than the original facility they proposed.

## Multifaceted Legal Strategy for Debt Refinancing

We represented **Trico Marine Services, Inc.** in the refinancing of the company's current debt with senior secured notes by developing a legal strategy for incurring the new senior secured debt (notes and a working capital bank facility) and related liens; repaying the outstanding debt; performing due diligence on the Trico entities and their assets; preparing SEC registration compliant note offering materials; preparing indenture, intercreditor arrangements and related security documents, and organizing a multi-currency closing that took place in a single day.

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### Union Bank

Represented the lender in film financings totaling in excess of \$100 million for Relativity Media that included *The Spy Next Door*, *Fighter*, *Dear John* and *Season of the Witch*, as well as in the restructuring of a substantial credit facility with The Film Department, which produced *Law Abiding Citizen*.



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### Pegasus Capital Advisors

Assisted Pegasus in the acquisition of a majority interest in Spirit Music Group, one of the fastest-growing independent music publishers in the field and the representative for copyrights ranging from Frank Sinatra through Elvis Presley, The Grateful Dead, Madonna and Jay-Z.



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### The Great Atlantic & Pacific Tea Company, Inc.

Represented A&P, an East Coast grocery chain with over 400 grocery stores operating under the A&P, Food Emporium and Pathmark brands, in a \$175 million private offering of convertible preferred stock and a \$260 million secured high-yield bond offering. This is the largest transaction completed by A&P since its acquisition of Pathmark.



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### American Media Operations, Inc. Informal Group of Bondholders

Represent committee composed of holders of American Media's 10-1/4 percent Senior Subordinated Notes due 2009 in \$570 million cash tender and consent solicitations of American Media's outstanding senior subordinated notes. American Media is the leading publishing company in the celebrity journalism and health & fitness categories, and currently is the fourth-largest consumer magazine publisher in the country and the second-largest in retail magazine sales.



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### Max Capital Group Ltd.

Advised Max Capital Group Ltd. in connection with its proposed \$912 million all-stock acquisition by IPC Holdings and, following the execution of definitive documentation, defended hostile takeover efforts for IPC Holdings.



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### Special Committee of Regency Energy Partners

Represented the Special Committee of Regency Energy Partners LP in a \$1.053 billion joint venture with an affiliate of GE Energy Financial Services and Alinda Capital Partners.



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### Cinemark

Represented Cinemark, the second-largest motion picture exhibitor in the world in terms of attendance and screens operated, in a variety of corporate and finance transactions including a \$470 million debt offering of senior notes, a \$532 million initial public offering and \$1.5 billion leveraged recapitalization.



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### Hughes Network Systems, LLC

Represented Hughes, a leader in broadband satellite network solutions and services, in a private placement offering of its \$150 million of senior notes.



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### Washington Mutual, Inc. Creditors Committee

Represent 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.





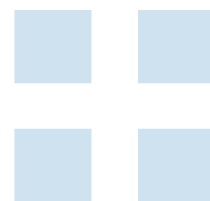


# “The novel approach adopted by Akin Gump

in structuring the sale of Edge Petroleum Corporation’s subsidiaries in connection with our related plan of reorganization allowed us to quickly close the sale, exit our bankruptcy in 90 days and repay substantially all of our existing bank debt. The transaction also preserved the operatorship of our subsidiaries and avoided the triggering of existing preferential rights and consents that would have otherwise been an issue if we had pursued a typical Section 363 asset sale.”

— Gary Pittman  
*former Chief Financial Officer,  
Edge Petroleum Corporation*





# Clearing Hurdles, Winning Cases

## **ARBITRATION, INVESTIGATIONS AND LITIGATION**

Even as 2009 waxed from crisis to recovery, the wheels of litigation turned, largely heedless of the financial headlines of the day. Our litigation clients sought counsel and representation in a wide array of matters at both the trial and appellate level, as well as in investigations before Congress. Traditional cases, including labor and employment litigation, securities litigation and IP litigation, as well as cases redolent of the times, including lawsuits concerning global warming, DVD piracy and doping in professional sports, allowed our lawyers to bring new strategies to familiar battlegrounds.



A CLOSER LOOK :: AIG SUNAMERICA LIFE AND AIG VALIC

## “Judicial Hellholes” Avoided in Two Market Timing Class Actions

### *In re Mutual Funds Investment Litigation*

In 2002 and 2003, then-New York Attorney General Eliot Spitzer made headlines with investigations and threatened prosecutions relating to market timing and late trading activity in mutual funds. Civil lawsuits followed. The suits alleged that mutual funds and variable annuities (which offer investment options similar to a portfolio of mutual funds) favored so-called “market timers”—investors who trade frequently and move large amounts of money into and out of particular investment funds—at the expense of other investors.

From late 2003 to early 2005, lawyers filed a series of class actions against variable annuity issuers in Madison County and St. Clair County, Illinois, two counties frequently at the top of the list of “judicial hellholes for corporate America.” In mutual funds and variable annuities, daily share values are determined at the close of the markets in New York. Plaintiffs alleged that the prices of shares that include stocks traded on foreign markets, whose exchanges close hours earlier, were “stale” and failed to accurately reflect the true value of those shares because they failed to account for the impact of events occurring after the close of foreign markets and also by failing to take steps to prevent market timers from unreasonably profiting at the expense of non-market timing investors.

Akin Gump represented AIG SunAmerica Life and AIG VALIC in market timing class actions filed against them in these two downstate Illinois courts. In both cases, Akin Gump removed the cases to federal court and avoided potential remand by obtaining orders transferring the cases into the *In re Mutual Funds Investment Litigation* that was already pending against a raft of mutual funds, hedge funds and others in the District of Maryland. Following transfer, we obtained orders dismissing both cases on the grounds that the state law asserted in the pleadings was barred by the Securities Litigation Uniform Standards Act of 1998, which requires all class actions alleging security-related misrepresentations to be filed in federal court. The 4th Circuit subsequently affirmed, and the Supreme Court denied the petition for certiorari filed by the plaintiffs.

## Victory for Starbucks in “Tips Case”

*Jou Chau, et al. v. Starbucks Corporation*

In a landmark decision for **Starbucks**, the legality of the company’s tip policy was adjudged lawful under California law as the result of a decision by a California appellate court. The lawsuit centered on the legality, under California labor law, of Starbucks’ policy of distributing tips left in store tip containers to both baristas and shift supervisors. Despite the fact that evidence established that shift supervisors had no managerial authority and spent over 90 percent of their work time providing the customer service that generated the tips, the superior court judge had awarded the class of more than 100,000 Starbucks baristas in California \$86 million (plus prejudgment interest of more than \$20 million).

A three-judge panel of the Court of Appeal for the 4th Appellate District unanimously reversed the superior court’s decision and ordered judgment for Starbucks. Three months after this decision, our client enjoyed a second victory when the California Supreme Court denied plaintiffs’ petition for review.

## Successful Settlement in David v. Goliath Patent Infringement Battle

*JuxtaComm Tech Inc. v. Ascential Software Corp. et al.*

Akin Gump negotiated a confidential settlement on behalf of **JuxtaComm**, a small Canadian software company, in a patent infringement battle against 21 defendants, including some of the biggest players—such as Microsoft and IBM—in the computer industry.

## Complete and Total Victory in High-stakes Arbitration

In March 2009, Akin Gump was hired by **VeriSign** as lead counsel in an arbitration proceeding that was only one month away. Settlement negotiations had failed. The stakes for VeriSign, an Internet infrastructure and mobile messaging services company, were high.

RealNetworks, the other party, which had initiated the arbitration, was claiming a right to a substantial revenue share in a new and lucrative product VeriSign had developed. RealNetworks was also seeking to block VeriSign’s ability to sell its mobile messaging business, an important goal for VeriSign.

The arbitration was very fast-paced, with extensive briefing and significant depositions occurring almost up to the eve of the hearing. After an intense seven-day evidentiary hearing and two follow-up hearings, Akin Gump secured a complete and total victory: rejection of each of RealNetworks’ claims and findings in favor of VeriSign on its major counterclaims and requests for declaratory judgment, which permitted the sale of the messaging business to the purchaser, Syniverse Holdings, Inc., to close.

## Settlement Against EEOC

*Equal Employment Opportunity Commission v. Allstate Insurance Company*

We represented **Allstate Insurance** in reaching a settlement with former employees following five years of litigation, including an interlocutory appeal to the 8th Circuit. The Equal Employment Opportunity Commission brought this case on behalf of 90 former employees, involving allegations of age discrimination.

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### **Dobson v. Hartford Financial**

Won 2nd Circuit affirmation of District Court’s denial of plaintiff’s motion for class certification in an appellate victory for Hartford that brought an end to 10 years of litigation.

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### **Idearc Media v. Encore Marketing**

Won a default judgment for client Idearc Media Corp.—including \$3.8 million in actual damages, which the District Court judge tripled to almost \$11.5 million plus attorney’s fees—in a case involving allegations of breach of contract, fraud, negligence, unjust enrichment, civil RICO and conspiracy.

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A CLOSER LOOK :: DVD COPY CONTROL ASSOCIATION

## Protection Secured from Unauthorized Copying of DVDs

*RealNetworks, Inc. and RealNetworks Home Entertainment, Inc. v. DVD Copy Control Association, Inc., et al.*

*DVD Copy Control Association, Inc. v. Kaleidescape, Inc.*

An Akin Gump team obtained significant victories in two concurrent and widely publicized DVD copying cases on behalf of our client the DVD Copy Control Association (DVD CCA), which is composed of leading motion picture, electronics and computer companies. The DVD CCA licenses the Content Scramble System (CSS) that is used to protect against unauthorized consumer copying of DVDs.

Our first victory came in federal District Court in San Francisco, where the DVD CCA and several major movie studios were battling RealNetworks, Inc., a digital media company that obtained a CSS license so it could manufacture and sell “RealDVD,” a DVD-copying product. The court agreed with DVD CCA that RealDVD violates the CSS license agreement because it allows consumers to make unauthorized copies of DVDs to computer hard drives for playback without the presence of a physical DVD disc in a DVD drive. After extensive briefing and a five-day evidentiary hearing, the court issued a preliminary injunction banning the manufacture and sale of RealDVD. The court then dismissed claims by RealNetworks that several movie studios were working as a cartel and using DVD CCA to block RealDVD in violation of the antitrust laws.

The suit concluded when RealNetworks settled with the defendants, agreeing to a permanent enjoinder that prohibits RealNetworks from distributing or supporting its RealDVD program. Additionally, RealNetworks agreed to pay the defendants’ attorney’s fees and court costs.

Our second victory came when the California Court of Appeal, 6th Appellate District, reversed the adverse judgment in DVD CCA v. Kaleidescape. After the trial court ruled that critical technical specifications that DVD CCA claimed impose anti-copying obligations on CSS licensees were not part of the license agreement, the firm was retained to handle the appeal. The appellate court held that the technical specifications in question were indeed part of the license agreement and remanded for a determination whether the Kaleidescape system breaches the agreement.

## Defending the Integrity of the National Football League's Governing Policies

*National Football League Players Association v. The National Football League and The National Football League Management*

We earned a significant victory in District Court for the **National Football League** in a case—dubbed the “StarCaps” case after the diet supplement at its center—involving player suspensions for violation of the league’s anti-doping policy. Two NFL players and the NFL Players Association (NFLPA), the players’ union, on behalf of five players, had sought a temporary restraining order and preliminary injunction blocking the suspensions.

The District Court granted injunctive relief and ordered expedited discovery and proceedings. After six months of intense, compressed activity, the Akin Gump team obtained summary judgment on behalf of our client on all of the key claims in a case that drew close league and media attention. As a result, the suspensions were upheld, reinforcing the integrity of the NFL’s enforcement of this important policy.

## “Firegate” Saga Concludes in a Win

*Gerlich v. U.S. Dep’t of Justice, et al.*

Akin Gump obtained dismissal of all claims against **Monica Goodling**, in what constitutes a complete win for our client and closes the book in a highly publicized legal saga that began in December 2006 with the firing of seven United States Attorneys. The judge dismissed all claims against the individual defendants, finding that Congress has already implemented a comprehensive remedial scheme in the form of the Civil Service Reform Act barring the creation of novel Bivens remedies—precisely the argument advanced by Akin Gump on behalf of Ms. Goodling.

## Federal Circuit Limits Penalty Power for Customs

*U.S. v. UPS Customhouse Brokerage*

Akin Gump secured an important appellate decision for **UPS** and its customs brokerage subsidiary from the Federal Circuit, which vacated Court of International Trade decisions imposing monetary penalties originally issued by Customs and Border Protection (CBP) for the alleged failure to exercise responsible supervision and control over customs brokerage business under 19 U.S.C. § 1641. The Federal Circuit decision is important to both UPS and the entire customs brokerage industry as it imposes limitations on CBP’s power to issue monetary penalties against brokers.

## Dismissal Obtained in Global Warming Lawsuit

*Native Village of Kivalina et al. v. Exxon Mobil Corp. et al.*

Our lawyers obtained dismissal with prejudice in favor of client **AES Corporation** in a global warming-related public nuisance lawsuit brought by the Alaskan village of Kivalina against energy and utility companies, including Exxon Mobil Corp., Shell Oil Co. and Chevron Corp. Plaintiffs had sought up to \$400 million in monetary damages to allow the village’s 400 inhabitants to relocate from an area they alleged had been rendered uninhabitable by erosion of the sea ice that had protected it from storms.

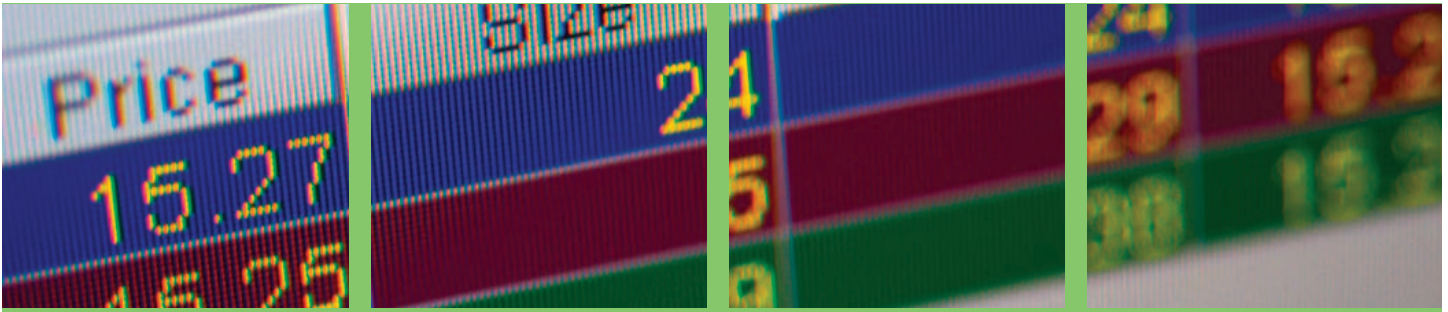
## Resolution for Patent Infringement Suit

*Frank’s Casing Crew and Rental Tools, Inc. and Frank’s Int’l, Inc. v. Tesco Corp. and Tesco Corp. (US); Consolidated with Robert P. Appleton v. Frank’s Casing Crew and Rental Tools, Inc. and Frank’s International, Inc.*

Representated of plaintiff Frank’s Casing Crew and Rental Tools in patent infringement suit against its competitor that involved casing running tools used in drilling of oil and gas wells. The case settled favorably for Frank’s six days before jury selection.

## Mesa Air Group, Inc. v. APS Capital Corp.

Obtained, on behalf of APS Capital Corp., a reversal in the 5th Circuit of a liability judgment related to an alleged breach of contract with Mesa Air Group to purchase a \$35 million bankruptcy trade claim arising from the Delta Airlines bankruptcy.



A CLOSER LOOK ■■ ACS

## Bellwether Stock Option Backdating Case Resolved

After assuming the lead counsel role from another firm, Akin Gump devised a strategy to lead a series of stock option backdating cases to a very successful resolution for ACS. The cases arose out of a much-publicized 2006 Wall Street Journal article that discussed, inter alia, ACS' stock option process, resulting in an internal investigation, a \$51 million restatement, an SEC investigation and private securities litigation.

Almost two years into litigation, original counsel resigned, as did ACS' outside directors. When Akin Gump became lead counsel, the Texas state court case was scheduled for trial, motions for summary judgment by the Delaware plaintiffs were set for argument and the federal court had determined that demand futility existed because the outside directors served as the compensation committee.

Akin Gump immediately began a new litigation strategy whereby the ACS board appointed new independent directors to a special committee to investigate the validity of the various claims. Further, despite prior failed mediation, we began talks with the Delaware and Texas state court plaintiffs, resulting in mediation talks and a settlement in principle in May 2008. We also began coordination with the various defense counsel for officers and directors in order to control runaway costs and initiated talks with the insurance carriers contesting D&O coverage.

When the federal court plaintiffs learned of possible settlements resulting from the state mediation talks, they sought to enjoin those settlements in the federal court. The injunction was denied, but the federal court also denied motions to dismiss and issued a scheduling order for trial in December 2009.

Akin Gump then initiated settlement talks with the federal court plaintiffs and the insurance carriers in January 2009 before the same mediator who had negotiated the state settlement. Soon, global resolution was achieved when an agreement in principle was reached with federal plaintiffs and insurance carriers.

The state courts granted final orders on the state settlements in May, and the federal court granted approval of the federal settlement in June. As a result, ACS received \$30 million in payments from its carriers, in addition to \$10 million previously paid by the lead insurance carrier.

As one of the first cases filed, the ACS litigation was closely followed as a bellwether for stock option backdating cases. We were able to achieve a speedy, efficient and beneficial settlement for our client by aggressively adopting a new strategy that brought each plaintiff group to the mediation table and by opening a dialogue with insurance carriers who had not funded any defense costs before our involvement, ultimately succeeding in a significant reimbursement of the defense costs.

## Reinforcing the NFL's Anti-doping Policy

### *Williams v. National Football League*

We represented the **National Football League** before the U.S. Court of Appeals for the 8th Circuit, which affirmed a lower court's grant of summary judgment in favor of the NFL dismissing a lawsuit filed by the NFLPA. The suit challenged two arbitration awards that upheld five players' suspensions under the NFL's anti-doping policy. The court rejected the players' union's claims that the awards violated public policy, were tainted by arbitrator bias and did not draw their essence from the parties' collective bargaining agreement.

The 8th Circuit also affirmed the lower court's dismissal of all of the common-law claims filed by two players (in a separate but related and consolidated lawsuit) as pre-empted by the Labor Management Relations Act. The players' common-law claims were based on their argument that their suspensions for violating the anti-doping policy should be excused because the NFL was aware that a dietary supplement they took contained a banned substance that was not listed on the label. The court remanded two statutory claims to state court that are currently being litigated.

## "On Call" Time Not Considered Hours Worked

### *Charlia Cornish v. Odyssey Healthcare, Inc., et al.*

Akin Gump achieved a major win in a class action on behalf of **Odyssey Healthcare**, a hospice provider. The case was brought by a former triage nurse who claimed that Odyssey neglected to count her "on call" time as hours worked (and, thus, failed to pay her overtime wages) and improperly denied her meal breaks. The Central District of California denied the plaintiff's motion to amend the complaint to add a new plaintiff (and thereby expand the class), granted our motion for summary judgment as to the named plaintiff and denied the plaintiff's motion for class certification as moot. As a result, Odyssey Healthcare prevailed against some of the same claims that its main competitor settled (in a case involving the same plaintiff's law firm) for millions of dollars.

## Developer Awarded over \$50 Million on Summary Judgment

### *Vernon Realty Holding, LLC v. Baruch Singer and River East City LLC*

We won summary judgment and award of \$54 million—almost \$70 million with interest—on behalf of prominent New York real estate developer Baruch Singer and his acquisition company, **River East City, LLC**. Our client lost the down payment on, and construction costs for, waterfront property overlooking the East River in Long Island City because of a failure to close timely on the property. The seller declared our client in default and sought to retain the down payment in accordance with the purchase agreement. Akin Gump, however, established that the seller had failed to deliver the property in strict compliance with the contract, thereby rendering the seller's declaration of default improper and entitling our client to the return of the \$54 million deposit.

## Unanimous Supreme Court Victory

### *Jimenez v. Quarterman*

Secured a unanimous Supreme Court victory for our client Carlos Jimenez, a Texas state prisoner, in a habeas corpus case. The justices agreed that the time to file a federal habeas corpus petition runs from the conclusion of a prisoner's reinstated appeal, which is a recurring issue in Texas in particular.

## Cory v. Allstate Insurance Company

Assisted Allstate in defeating defamation and other tort claims concerning disclosure of information concerning termination of an exclusive agency in Albuquerque, N.M., to the National Association of Securities Dealers. The 10th Circuit upheld summary judgment for Allstate in mid-2009.



**CLIENT FOCUS :: MEDTRONIC**

## A Fresh Approach

“*Akin Gump is very proud of our relationship with Medtronic. Our lawyers and advisors find it rewarding to know that their work has an impact on the company’s mission to better the lives of individuals who use Medtronic’s products and that they help the company advance biomedical science.*”

—Steven M. Zager  
chair, Intellectual Property practice

Medtronic is a medical technology company whose mission is to apply “biomedical engineering in the research, design, manufacture, and sale of instruments or appliances that alleviate pain, restore health, and extend life.”

Medtronic was sued in federal court in Oklahoma, alleging that the company had infringed a patent that covers catheter technology used in coronary angioplasty. The lawsuit was brought by a plaintiff who had already won a jury verdict against a competitor enforcing this same patent in the same district in front of the same judge.

Working with prosecution counsel, Akin Gump helped to execute a strategy that included filing a re-examination request with the U.S. Patent and Trademark Office (PTO). The re-examination

request was granted quickly, which allowed Akin Gump to secure a stay of the litigation pending the outcome of the re-examination.

The re-examination and stay will allow the PTO to take a fresh look at invalidity issues that could determine the outcome of the litigation. If the PTO invalidates the patent, it would eliminate the lawsuit entirely.





A CLOSER LOOK ■■■ MANNATECH

## Coordinated Compliance and Litigation Strategies Key to Success

Akin Gump steered Mannatech through a morass of private lawsuits and enforcement actions that threatened the future of the company. Mannatech experienced a significant stock drop in 2005, following the publication of an article in Barron's Online that questioned the legality of marketing practices of some of its independent sales associates and alleged that they were making unsubstantiated health claims for the company's nutritional supplements and skin care products, including claims that they could cure cancer or Down Syndrome.

In the wake of the stock drop, three shareholder class actions were filed in New Mexico federal court against the company, its CEO (who was also chairman of the board and founder), president and CFO, and five shareholder derivative suits were filed in Dallas County federal and state courts against a number of Mannatech's officers and directors. Meanwhile, the Texas AG filed an enforcement action raising the same allegations—that independent associates' sales practices violated the Texas Food Drug and Cosmetics Act and the Texas Deceptive Trade Practices Act—and sought injunctive relief that would shut the company down. The threat of a federal enforcement action by FDA or FTC or of copycat suits by other state AGs was real. In turn, the shareholder lawyers raised damages demands based upon the filing of the AG lawsuit, ultimately asserting that damages to the class approached \$90 million.

We succeeded in moving the class action litigation to Dallas federal court and staying the state court derivative suits; all shareholder litigation was now in front of a single federal judge in Dallas. We conducted three mediations while our motions to dismiss the class action and derivative cases were pending and obtained settlements of all the shareholder cases in 2008 (approved by the federal court in the first quarter of 2009) that resulted in dismissal of all claims against the company and all the officer and director defendants. We also engaged in early settlement discussions with the Texas AG that led to a settlement in early 2009 and paved the way for the company's founder to settle with the AG.

Finally, shortly after the Texas AG filed suit against Mannatech, the company announced that it had terminated the services of its independent audit firm, which had demanded, in the wake of the AG's suit, that the board sever the company's relationship with the founder. The SEC conducted an informal inquiry into the matter and subsequently issued Wells notices to the company, its CFO and the chair of Mannatech's audit committee. Akin Gump filed a Wells submission for the company that convinced the SEC staff to withdraw the Wells notices.

## Yankees Get a New Stadium in Time for the 2009 Championship Season

“When we built the new Yankee Stadium, the goal was to make it the greatest baseball venue ever built. But, we also wanted an adaptable facility that could generate greater usage and participation. Since its opening, the stadium has hosted or is seeking to host community events, corporate events, college football games including a bowl game, boxing matches and concerts.”

—Randy Levine  
president, New York Yankees

Akin Gump successfully represented the New York Yankees in connection with federal and state investigations that threatened the financing, construction and opening of the new Yankee Stadium in time for opening day.

The firm’s congressional investigations team’s representation of the Yankees in this matter began when Rep. Dennis Kucinich, D-Ohio, launched an investigation into the financing of various stadia, including the new Yankee Stadium, and the use of PILOT payments. Since July 2008, there have been a significant number of hearings—both before the U.S. Congress and before the New York state assembly—and demands for documents and other information regarding the new Yankee Stadium project. Akin Gump guided the Yankees through congressional and New York state hearings, helping the team to navigate the voluminous document demands and to provide written and oral testimony on multiple occasions.

In connection with the congressional inquiry, Akin Gump prepared Yankees’ President Randy Levine for his testimony before the House Committee on Oversight and Government Reform, Domestic Policy Subcommittee. Akin Gump also assisted the Yankees in responding to an inquiry by a New York state assemblyman reviewing the new Yankee Stadium project. This assemblyman, the chairman of the Committee on Corporations, held a series of hearings on this matter, and Akin Gump assisted in responding to his inquiries and prepared Mr. Levine to provide testimony at two separate legislative hearings.

In connection with this inquiry, the New York state assemblyman served a subpoena on the Yankees in January 2009, one that the Yankees contended from the outset was overbroad and unduly burdensome. Notwithstanding a good faith effort to comply with the subpoena and the production of a substantial number of documents and information, the state assemblyman sued the Yankees in New York state court in April 2009 to enforce the subpoena. On July 30, 2009, after two hearings and a highly publicized court battle, the Yankees’ legal team, which included Akin Gump, successfully quashed the subpoena.



## Appellate Exoneration

### *Marsh v. BDI Laguna*

We defended a suit against a major electronics distributor, brought by its former president, seeking to obtain 8 to 15 percent of the company's stock plus an additional \$2 million. At trial, the 8-15 percent claim was rejected in a directed verdict, but the \$2 million claim was sustained by the jury. On appeal, the directed verdict on the 8-15 percent claim was affirmed, and the \$2 million verdict was unanimously reversed, totally exonerating our client, **Archbrook Laguna LLC**.

## Allowing Postpetition Attorneys' Fees

### *SNTL v. Centre Insurance Co.*

We successfully represented **Centre Insurance** before a panel of the U.S. Court of Appeals for the 9th Circuit that ruled in favor of our client in an opinion with far-ranging implications. The 9th Circuit became the first circuit court to rule that unsecured creditors of a bankruptcy estate may be allowed claims for post-petition attorney's fees if the claimant is entitled to such fees under the governing contracts or state law, unless other grounds exist for disallowing the claim.

## Dismissal of FLSA Action

### *Goodman v. Home Depot*

Akin Gump defeated, on **Home Depot's** behalf, plaintiff's motion for conditional certification of a putative collective action under section 216(b) of the Fair Labor Standards Act (FLSA). Plaintiff had alleged that, when he worked as a department supervisor, he had worked off the clock without payment and was entitled to overtime compensation. The District Court held that the plaintiff's claims were individual in nature and ran counter to Home Depot's established policy prohibiting off-the-clock work. The action was dismissed with prejudice.

## Victory in the Opponent's Home Court

### *Elk Corporation of America, et al. v. 3M Company*

We obtained a jury verdict of approximately \$19 million against the 3M Company in Minnesota state court for breach of a supply contract, on behalf of our client **Elk Corporation of America**, an indirect subsidiary of BMCA. 3M was found to have wrongfully terminated the contract to supply roofing granules to Elk's roofing shingle plants after BMCA acquired Elk.

## Voluntary Disclosures Allow for Favorable Settlements

Our lawyers successfully represented **Thermon Manufacturing Company**, a leading maker of heat tracing equipment, in achieving three related settlements of charges related to exported U.S.-origin equipment to sanctioned countries and listed entities in violation of U.S. trade control laws. We assisted Thermon in conducting an internal investigation of these transactions at multiple locations around the world and in submitting voluntary disclosures of apparent export control, antiboycott and sanctions violations to the Commerce Department's Office of Export Enforcement and Office of Antiboycott Compliance, and the Treasury Department's Office of Foreign Assets Control, respectively. We then negotiated favorable settlements of all charges with each agency.

## Class Action Trial Victory

### *Saenz v. AT&T*

Won a significant class action long-distance rate lawsuit for our client AT&T in California Superior Court. We won partial summary judgment on all of the claims for breach of contract and unfair trade practices. Then, when the case went to trial on the remaining claim, our team persuaded the trial judge that the plaintiffs, as former enrollees in the disputed (and discontinued) long-distance rate plan, could not prove that they had a current case or controversy with AT&T.

## 2010-2013 Low-Budget Theatrical Agreement

Led negotiations on behalf of 15 independent production companies for the renewal of the agreement with the International Alliance of Theatrical Stage Employees that covers the production of low-budget motion pictures in the United States and Canada.

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### ***Medlock v. United Parcel Service Inc.***

Obtained summary judgment for UPS under the Age Discrimination in Employment Act (ADEA) and Oklahoma state law in a suit brought by a 56-year-old package car driver who sued UPS after he was terminated for having an avoidable rollaway accident. The case is now pending before the 10th Circuit.

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### ***E.E. Cruz v. Coastal Caisson***

Obtained, on behalf of E.E. Cruz, 2nd Circuit reversal of the District Court's *vacatur* of an arbitral award, through demonstration that the arbitral panel had not manifestly disregarded the law but had, instead, correctly denied certain damages for lack of evidence.

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## **Beverage Companies Avoid Enormous Costs and Burdens**

### ***International Bottled Water Association, et al. v. Paterson, et al.***

We won a significant victory on behalf of the **American Beverage Association** through a constitutional challenge to a New York law that, among other things, would have required beverage companies to mark beverages sold in New York state with a New York-only UPC code and to sell those products exclusively in New York. If enforced, those provisions would have imposed enormous costs and burdens on beverage companies, which would have had to develop separate product lines and distribution channels exclusively for the New York market. Akin Gump's litigation team successfully argued to the Southern District of New York that the UPC provision is an unconstitutional violation of the dormant Commerce Clause. In addition, we persuaded the court that the implementation of other portions of the legislation imposing financial and administrative burdens on beverage companies needed to be postponed. Also, when the preliminary injunction was lifted, we persuaded the court not to apply its decision retroactively, to the significant financial benefit of the clients member companies.

## **Summary Judgment Precludes Class Action Litigation**

Akin Gump defended clients **Metropolitan Life Insurance Company** and **MetLife Securities, Inc.** (MetLife) in a class action securities suit alleging violations of the '34 Act and the Investment Adviser Act (IAA) in the sale of variable annuities, variable life policies, mutual funds and other products over a multiyear period. The complaint alleged MetLife failed to disclose to customers that MetLife representatives could receive greater overall compensation for selling MetLife's products than other companies' products, and that this differential compensation structure caused MetLife reps to push MetLife products rather than recommending less-costly alternatives.

The District Court dismissed plaintiffs' '34 Act claims and granted summary judgment for MetLife on plaintiffs' IAA claims.

Akin Gump's motions to dismiss significantly narrowed the case, and the firm persuaded the court to permit MetLife to move for summary judgment on a threshold issue in advance of class certification discovery and briefing, thereby saving the client the time and expense involved in prolonged class action litigation. Finally, the firm succeeded in obtaining summary judgment on the matter. The matter is currently on appeal.

## **Dismissal of High-profile Libel Case**

### ***Howard K. Stern v. Rita Cosby and Hachette Book Group***

Our lawyers secured a victory for **Hachette Book Group** in a high-profile libel case arising from *Blonde Ambition*, a bestselling book published by Hachette about the life and death of Anna Nicole Smith. Plaintiff Howard K. Stern, her lawyer and "companion," sued for \$60 million, alleging that he was defamed by various passages in the book. After a long, arduous discovery process, the judge in the Southern District of New York granted Akin Gump's motion for summary judgment, and the case against Hachette was dismissed.



# Pro Bono

2009 was a year of economic and social dislocation the world over, nowhere more so than among the indigent and disenfranchised. Their precarious situation was made all the more untenable by the aftershocks of the economic crisis that reduced the already-scarce dollars and resources available to fund the public and private services on which they rely. I am proud that Akin Gump, like many other law firms, stepped up to address the growing gap between those who can afford a lawyer and those who cannot. In 2009, we deepened our collaboration with our established pro bono partnerships, forged new alliances with public service organizations and continued to train our next generation of pro bono lawyers.

From defense of mentally ill immigrants in the U.S. court system to pursuit of human rights abusers in Bolivia, from winning asylum cases on behalf of men and women from every corner of the planet to helping a London child read her first book, from helping to strengthen the rule of law in Afghanistan to counseling an organization that supports citizen philanthropists, in 2009 we expanded our reach and enriched the mix of organizations and people we serve. The following pages detail these and other engagements we undertook on our clients' behalf.

Steven H. Schulman  
*Pro Bono Partner*

## Akin Gump was honored to receive the following recognitions for our pro bono work—



- **Human Rights Initiative of North Texas** (HRI) presented Akin Gump with a 2009 Angel of Freedom Award. In honoring Akin Gump, the Dallas nonprofit agency praised the firm for providing “considerable pro bono legal resources” to the organization; in the last fiscal year alone, the firm has donated more than \$400,000 in legal services—30 percent of HRI’s legal donations. In addition, HRI recognized Akin Gump’s participation on HRI’s Pro Bono Committee, a body that leads and sets the direction for the HRI pro bono program and works to build greater involvement within the legal community.



- Akin Gump received an Outstanding Achievement Award from the Washington Lawyers’ Committee for Civil Rights and Urban Affairs in recognition of the firm’s contributions to public education. In recognizing Akin Gump’s 12-year partnership with **John Tyler Elementary School**, the Committee cited the firm’s extensive list of accomplishments, including “investing in a program to improve the skills of the teachers, providing tutors and mentors to the students, collaborating with other volunteer organizations in the school and community to provide positive outcomes for the students, and taking the lead in bringing Internet access to the entire school.”



- Akin Gump New York attorney Elizabeth Young was named as the recipient of the 2009 John K. Geiger Award from **inMotion**, an organization dedicated to providing free legal services to low-income women. The award recognizes Ms. Young’s “extraordinary commitment to pro bono work” and her “energy and encouragement” in recruiting other lawyers at Akin Gump to represent inMotion’s clients.

## Pro Bono Engagements



**Bolivia** – Akin Gump lawyers form part of the legal team that obtained a U.S. District Court ruling that allows claims for crimes against humanity and extrajudicial killings to move forward against former Bolivian President Sánchez de Losada and former Defense Minister Sánchez Berzaín.



**Global** – We provided legal advice and documentation supporting the formation and structure of **LeapFrog Investments LLP**’s contemplated initial funds, LeapFrog Social Enterprise Fund and New Asset Class: Social Enterprises. LeapFrog is the first global investment fund focused exclusively on businesses that meet the insurance and related financial needs of low-income people in developing countries.



**Texas Appleseed** – Akin Gump lawyers are helping **Texas Appleseed**, an organization dedicated to changing laws and policies to achieve greater justice for all people, to investigate and document the challenges faced by immigrants with mental illness in the immigration court and detention system.



**Citizen Effect** – Formerly “IWell,” **Citizen Effect** works with “citizen philanthropists” who build social networks as support communities for individual projects. Akin Gump lawyers, from partners to summer associates, have assisted Citizen Effect with tax, corporate, international trade, labor, real estate and IP matters, in addition to serving on the organization’s board.

**London** – The London office of Akin Gump has teamed up with **Hague Primary School** and **Tower Hamlets Education Business Partnership** to run a reading program with a small group of 10-to-11-year-old children. Tower Hamlets is one of the most deprived areas in London, and a high percentage of the children in the school come from backgrounds where English is not a first language at home. The school picks a number of children who are having particular difficulty with reading or who, for a variety of reasons, have low confidence with reading and also generally interacting with other people. Our lawyers and staff spend time each week attending the primary school and assisting the children with their reading.



**KIPP** – Akin Gump built on its close relationship with the **Knowledge Is Power Program** (KIPP), a nonprofit public charter school organization, both at the national and local school level through dozens of individual matters, including: representing the KIPP Foundation in a loan transaction of up to \$10 million for construction of new facilities and refinancing of debt for the same purpose; negotiating a long-term lease and partnership agreement with Houston’s University of Texas Health Science Center that will include construction and operation by KIPP of an early childhood lab school on UT property, structuring transactions for facility utilization, tax exemptions; and advocating in Washington for federal funding for KIPP schools.



The Alliance for Children's Rights

**Los Angeles Adoptions** – Akin Gump continued its annual National Adoption Day tradition with **The Alliance for Children’s Rights**, an organization dedicated to protecting the rights of abused and impoverished children throughout Los Angeles County by helping families adopt children out of foster care.

**Liberia** – Lawyers from the firm’s energy and global transactions practice advised the government of **Liberia**, including President Ellen Johnson-Sirleaf, on both mining and palm oil concessions transactions with major global energy corporations.



**Women In Law Program** – **WILpower** is a regional information and communication network devoted to supporting the professional development of young Arab female law students and legal practitioners. In furtherance of that mission, the co-head of our Supreme Court practice walked a delegation of Middle-Eastern women lawyers through her process as she prepared for a Supreme Court oral argument.



**Public-Private Partnership for Justice Reform in Afghanistan** – In 2007, the U.S. State Department launched an initiative to support and further justice-sector reform efforts in Afghanistan. Our litigation and transaction lawyers assist with training of **Afghan lawyers** visiting the United States, and the chair of our pro bono practice serves on the body’s executive board.



**Asylum** – Akin Gump lawyers secured asylum for: an Ethiopian man fleeing government torture and persecution on account of his tribal membership; an Iraqi professor of pharmacology who had fled Baghdad due to threats against academics at her university; a Cameroonian woman twice tortured by police in her home country because of her political affiliation; a Burmese woman arrested and beaten for supporting peaceful protests by Buddhist monks; and a Dominican woman brutalized by her husband, who claimed he worked for the Dominican secret police, among many others.



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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.