

## Legal 500 USA 2010: Rankings & Editorial

June 2010

© 2010 McDermott Will & Emery LLP. These materials may be considered advertising under the rules regulating the legal profession. McDermott Will & Emery conducts its practice through separate legal entities in each of the countries where it has offices

## Legal 500 USA 2010: Rankings & Editorial

### Table of Contents

**Finance .....Pages 3 - 4**

Corporate Restructuring – National  
Structured Finance – National

**Intellectual Property.....Pages 5 - 8**

Patent Litigation (Full coverage) – National  
Patent Litigation (Hi-tech electronics & IT) – National  
Patent Litigation (ITC) – National  
Patent Prosecution (Utility & Design) – National  
Trademark Litigation – National

**Labor & Employment .....Pages 9 – 10**

ERISA Litigation – National  
Immigration – National

**Litigation.....Pages 11 - 13**

Energy – National  
Trade Secrets – National  
Supreme Court & Appellate – National  
White-Collar Criminal Defense – National

**Mergers, Acquisitions & Buyouts .....Pages 14 - 17**

Antitrust – National  
M&A (Large Deals \$1-\$5B) – National  
Private Equity Buyouts – National  
Venture Capital and Emerging Companies – National

**Real Estate & Construction (Central) .....Page 17**

**Tax .....Pages 18 - 23**

Domestic Tax – Central  
Domestic Tax – East Coast  
Employee Benefits & Executive Compensation – National  
Financial Products – National  
International Tax – National  
Tax Controversy – National

### About Legal 500

Since 1987, the Legal 500 series of guides has been produced by UK-based publisher, Legalease; they also produce the Legal 500 UK; Legal 500 Europe, Middle East & Africa; and Legal 500 Asia Pacific. Around 15,000 copies of the directory will be distributed to in-house counsel and law firms across the US; in addition, Legal 500.com is one of the largest and most used legal referral sites. To read the full content of the guide go to [www.legal500.com](http://www.legal500.com).

### About the Rankings

The rankings and editorial commentary are based on independent research, and produced by a team of researchers and journalists who speak to clients and other purchasers of legal services, as well as lawyers in private practice. Legal 500 conducted the bulk of its research for this volume between September 2009 and February 2010. Note, as with all annual directories of this type, some of the editorial descriptions can be dated by the time of publication

Any questions related to Legal 500 or McDermott's rankings, please contact Jackie Sinn, Sr. Manager of Communications at +1 202 756 8296 / [jborta-sinn@mwe.com](mailto:jborta-sinn@mwe.com) or Lloyd Pearson on +44 1273 272827 / [lp@lloydpearson.com](mailto:lp@lloydpearson.com).

## Legal 500 USA 2010: Rankings & Editorial

<b>Finance: Corporate Restructuring – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
7 (NEW)	--	7	James Kapp Geoffrey Raicht William Smith	--
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's national restructuring and bankruptcy group is represented in several of the firm's nationwide offices. A core five partner practice in Chicago is the strongest offering, with three partners in New York. The group has a diverse practice although a unique expertise in restructuring in the tax-exempt sector should be noted. Practice co-chair William Smith in Chicago is a national leader in healthcare and tax-exempt restructuring, he is 'very experienced in the field and is blunt in telling you how it is, he is not fazed by anything, and grasps complex issues quickly'. Smith, with James Kapp, who is also based in Chicago, and whose 'strength is his ability to stay on focus, and keep things in perspective', represented Ambac Assurance in its \$2.9bn credit exposure to The Education Resources Institute, a not-for-profit debtor in Chapter 11 in Massachusetts, which had acted as guarantor of syndicated student loans insured by Ambac. In New York, Smith's co-chair Geoffrey Raicht has represented lenders in many of the major bankruptcies of the last decade.</p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Finance: Structured Finance – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
4	4	6	Peter Humphreys Andrea Kramer Charles Levin Thomas McGavin	Andrea Kramer Charles Levin Thomas McGavin
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's US structured finance and derivatives practice group, 'good at all levels of complexity', is headed by 'the extraordinarily knowledgeable' Thomas McGavin in New York. The group advises across the full range of financial products, and securitized asset classes, and the global department provides considerable expertise in cross-border instructions. The mainstream work of the group has never included a large volume of retail mortgage-backed securities and the US group has emerged largely unscathed by the credit crisis. In New York, 'very clever and extremely pleasant to work with', Peter Humphreys recently worked on several new instructions. These included the representation of a major international corporation and subsidiary companies in the securitization of US and foreign trade-receivables. Andrea Kramer in Chicago, 'whose expertise in financial derivatives is outstanding', demonstrated the versatility of the practice when she worked closely with the leading hedge fund manager in connection with a wide range of complex derivatives tax planning projects and the IRS audit defense for the manager, its owners, affiliated companies, and domestic and foreign hedge fund under management. Recommended lawyers include Charles Levin in Chicago for his derivatives work. Active clients of the practice include CIT Group and the International Swaps and Derivatives Association.</p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Intellectual Property: Patent Litigation (Full Coverage) – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
5 (NEW)	--	5	Sarah Columbia Margaret Duncan Eric Hagen Terry McMahan	--
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's 'outstanding' patent litigation team is praised for its 'top litigation skills and understanding of business'. The extensive practice is also backed up by a strong patent prosecution team, which is uncommon among most of the general practice firms on this list. The practice has large groups of lawyers in its Chicago, Los Angeles, Silicon Valley, Washington DC, Houston and Boston offices, and works closely with colleagues in the UK and Germany. Headed by Sarah Columbia out of Boston, the firm's key lawyers include the 'phenomenal' Los Angeles-based Eric Hagen, who is 'excellent at solving problems without blowing the budget. He's a creative thinker and practices with the utmost integrity'. In Silicon Valley, Terry McMahan is considered 'a force of nature, who can filter through volumes of information quickly, finding the few facts that are persuasive to a jury while meeting his client's burden of proof. He's a masterful tactician and performer in the courtroom'. In Chicago, tech specialist Margaret Duncan 'is an accomplished and excellent patent litigation attorney. She is extremely smart and savvy, well respected in the legal community, and very responsive'. Recent highlights for the firm include successfully representing CIBA Vision, the eye care division of Novartis, in a patent dispute with Johnson &amp; Johnson Vision Care relating to its contact lens technology.</p>				

<b>Intellectual Property: Patent Litigation (Hi-Tech Electronics and IT) – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
1 (UP)	2	5	Margaret Duncan Raphael Lupo Terrence McMahan* David Stein	Joel Freed Toby Kusmer Raphael Lupo Terrence McMahan Astrid Spain

## Legal 500 USA 2010: Rankings & Editorial

### Editorial

Headed by the ‘knowledgeable and highly impressive’ Terrence McMahon, McDermott Will & Emery LLP provides ‘timely, thorough and well-considered advice’ to an impressive roster of hi-tech clients including Advanced Micro Devices, Amgen, Pioneer, Infineon Technologies and Hitachi. With four offices in California, as well as a pervasive presence in Chicago and on the East Coast, the firm is well-positioned to represent clients regardless of location. The firm also benefits from a dynamic mix of ‘excellent’ trial lawyers, as well as engineers and scientists who have a ‘deep understanding of the hi-tech sector’. Consequently, it is able to provide a cradle-to-grave service to clients engaged in high-stakes litigation, and is one of the most trial-ready firms in the market. This approach was recently illustrated by the firm’s successful representation of Extreme Networks against its competitor Enterasys Networks in a jury trial. The team followed this up by securing a permanent injunction preventing Enterasys from manufacturing and selling its products accused of infringing Extreme Networks’ patents. Led by the ‘superb’ David Stein, the group also secured a significant victory for Honeywell International when the appeal court affirmed the trial level ruling that the claims of the PureChoice patent were invalid for indefiniteness. Washington DC-based Raphael Lupo has extensive trial and appellate experience in the federal courts and before the ITC, while Chicago-based Margaret Duncan is ‘smart, quick and insightful’ and ‘knows when to play hard ball’. The recent opening of an office in Houston, and the formalization of a three-partner East Texas patent litigation team, gives the firm a strategic advantage in handling patent litigation filed in the plaintiff-friendly Eastern District

*\*Leading Lawyers – Terrence McMahon: “Knowledgeable and highly impressive”*

### Intellectual Property: Patent Litigation (International Trade Commission) – National

Ranking 2010	Ranking 2009	Number of Tiers	Lawyers Mentioned 2010	Lawyers Mentioned 2009
2	1	4	Blair Jacobs Robert Walters	Robert Walters

### Editorial

With a client list that includes Amgen, Hitachi, Panasonic, Qualcomm and Seagate, McDermott Will & Emery LLP’s ability to handle complex ITC litigation in hi-tech Section 337 investigations has achieved strong client recognition for previously ‘having developed a significant practice in this area’. This is chiefly down to the team’s ‘fine practitioners’, which include Blair Jacobs, and ‘well known’ Robert Walters, the latter of whom is vice-chair of the ITC Committee of the Intellectual Property Owners Association, and who maintains an active speaking and writing presence alongside his ITC appearances. The service is described as being ‘prompt and descriptive, with a level of service, which provides a wealth of resources at reasonable cost, which makes its value immeasurable’. The team has handled a significant proportion of the ITC cases heard before the Commission over the last two years, whilst also often litigating simultaneously in federal court to protect client interests, where the team is also experienced in both preparation and advocacy. Clients

## Legal 500 USA 2010: Rankings & Editorial

praise the team for building technically strong, detailed cases, quickly and efficiently, whilst taking a strategic approach to its work, which one client labeled 'outstanding'. The team acts on behalf of trophy client, Prism, in heavyweight infringement litigation against BlackBerry maker Research In Motion before the Commission, over authentication systems related to its handheld electronic devices and associated software. The team also acted for Standard Car Truck Company in the steel railway wheels infringement case, and acted for Qualcomm in its dispute with Nokia over mobile telephones, a case of commercial value.

### Intellectual Property: Patent Prosecution (Utility and Design Patents) – National

Ranking 2010	Ranking 2009	Number of Tiers	Lawyers Mentioned 2010	Lawyers Mentioned 2009
2	2	6	Stephen Becker Mark Itri Toby Kusmer Astrid Spain	Stephen Becker Toby Kusmer Astrid Spain

### Editorial

Among general practice firms, McDermott Will & Emery LLP has the most active patent prosecution department, having obtained 1,497 utility and design patents in 2009. Hi-tech specialist Mark Itri heads the practice out of the firm's Orange County office. Overall the practice has over 80 registered patent lawyers and agents. Of the 180 lawyers within the wider IP team, over 115 hold technical or scientific degrees, and 15 have PhDs in biochemistry, computer engineering, molecular biology and polymer science, to name a few. The firm has particularly strong expertise in telecoms, IT, semiconductor fabrication, biotechnology and pharmaceutical technology. The practice is also strong in prosecution reissue and reexamination applications, as well as interference proceedings. Among the partners, Boston's Toby Kusmer is a leading figure in medical devices and technology work, while Washington DC-based Stephen Becker is recommended for his expertise in semiconductor electronics and telecoms. On the biotechnology and pharmaceutical front, San Diego's Astrid Spain has a very good track record. Major clients for the firm include Blackboard, Illumina, MKS Instruments, That Corporation and VirnetX.

## Legal 500 USA 2010: Rankings & Editorial

<b>Intellectual Property: Trademark Litigation – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
4 (UP)	5	5	John Dabney Robert Zelnick*	Robert Zelnick
<b>Editorial</b>				
<p>There is strong individual recognition for Robert Zelnick within the ‘top-notch’ trademarks practice undertaken at McDermott Will &amp; Emery LLP. Clients single out Zelnick for his ‘particular thoroughness in his research, his answers to our questions, and the depth of the options he provides us with’, saying that the clarity of his work is ‘particularly wonderful’. Zelnick delivers ‘explanations of intricacies that do not leave us confused’ in his advice. Clients also praise the DC-based team for being ‘thorough, knowledgeable, professional and easy to work with’. With offices across California, as well as Texas, Illinois and Massachusetts, offering IP capability, amongst others, the trademarks team’s reach extends across the firm’s US office footprint. The team has served clients, such as Absolut Vodka, in numerous proceedings to recover domain names from hijackers and infringers, as well as other luxury spirits producers, including Skyy Spirits. The team also defended Jordache and the United States Polo Association in a trademark infringement jury trial brought by Polo Ralph Lauren. Other luxury goods brands are also well represented in the firm’s client roster, including Silver Jeans and Victoria’s Secret; whilst entertainment clients include Ted Turner Enterprises and Tower Records. John Dabney is also praised for his ‘prompt, accurate, efficient responses, and his generally conservative litigation approach’.</p>				
* <i>Leading Lawyers – Robert Zelnick: “Particularly wonderful”</i>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Labor &amp; Employment: ERISA Litigation – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
2	2	3	Wilber Boies Stephen Erf Nancy Ross	Wilber Boies Terri Chase Stephen Erf Nancy Ross
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP continues to combine the technical expertise of its excellent benefits group with strong trial experience. Of particular note, in January 2010, the firm secured a victory for Northrop Grumman in a high stakes ERISA class action suit with potential exposure of more than \$1bn. The US District Court for the Central District of California granted summary judgment in favor of a large Northrop pension plan and its administrative committee in litigation over the proper calculation of participants' benefits in the retirement plan. The victory came after the US Court of Appeals for the Ninth Circuit reversed the District Court's prior decision in favor of the defendants and remanded the case with instructions that were all but impossible for the defendants to overcome. The firm has also been involved in a high-profile stock drop case; State Street Bank and Trust is the first corporate trustee in a stock drop class action that refused to join in a general litigation settlement, negotiated the right to be indemnified from the settlement fund, defeated the plaintiffs on the merits then defeated the plaintiffs again in order to obtain a court order for the payment of defense fees and expenses. Within the national labor and employment group, Chicago-based Nancy Ross is spoken of very highly, as is Wilber Boies. Stephen Erf, also from Chicago, is praised for his pragmatic and knowledgeable approach. Terri Chase however left the firm and joined Jones Day in New York.</p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Labor &amp; Employment: Immigration – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
4 (NEW)	--	4	Joan-Elisse Carpentier	--
<b>Editorial</b>				
<p>Although small – New York-based Joan-Elisse Carpentier is the only partner in the group – clients are very willing to recommend McDermott Will &amp; Emery LLP’s business immigration team. Clients are impressed with Carpentier’s ‘immediate response, she is reachable day and night’. The firm provides a ‘very high comfort level. I know that I don’t have to worry when I need a visa or work permit for an employee or customer. It’s just taken care of and I can focus on my other work’, say clients. The firm provides business immigration counseling, much of it related to corporate transactions with immigration consequences, as well as developing compliance plans for clients. The firm provides clients with a ‘one-stop shop’ – they have access to over 1000 lawyers when related tax, labor, corporate, legislative or litigation services are required. This appeals to many clients – one commenting that the immigration group is ‘very well connected. The firm has lots of resource, and international access to offices and colleagues around the world’. Recently the firm succeeded in obtaining visa and work permits for members of a leading German television production company who were filming in New York. The firm also worked on the immigration aspects of advising a newly formed biotech company that is receiving substantial support and funding from a US state. Clients include CBS, CVT Productions and Petroleum Industry Research Associates.</p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Litigation: Energy – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
5 (NEW)	--	5	Elizabeth Hastings Anthony Mansfield Paul Pantano	--
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's energy group has 'very good depth both in terms of personnel and skills sets' and is spread evenly across Washington DC and Houston, with nine partners in each office. While best known for its busy transactional practice, its primary value in the contentious space lies in its equally busy but lower-visibility investigations practice where it regularly advises clients on actions by regulatory bodies – it currently has 20 CFTC and FERC investigations pending or ongoing. The firm is also representing Brookfield Energy Management in a public hearing relating to market manipulation claims. Practice head Paul Pantano is 'tenacious, persuasive and tough', while Anthony Mansfield is 'thoughtful, calm and persuasive'. Analyst Elizabeth Hastings is a non-lawyer who is 'immensely knowledgeable about CFTC investigations', having spent 18 years as an investigator for the body. All three professionals are based in Washington DC.</p>				

<b>Litigation: Trade Secrets – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
2	2	4	Anthony de Alcuaz William Diaz Eric Hagen* Elizabeth Herrington	Eric Hagen
<b>Editorial</b>				
<p>The 100-lawyer multidisciplinary team at McDermott Will &amp; Emery LLP has extensive expertise in trade secrets litigation for clients in a variety of industries, ranging from technology and life sciences to manufacturing, financial services and entertainment. In June 2009, the team obtained a trade secret victory in a dispute on behalf of Aristocrat, the second largest manufacturer of gaming machines in the world. The group is currently defending Seagate, the leading hard disk drive manufacturer. Seagate is accused of misappropriating inventions related to making disk drives run quieter and faster. The plaintiff, Convolv, is seeking more than a billion dollars in trade secret misappropriation damages. Other noteworthy clients of the firm include Pacific Shore Holdings, TeleTech Holdings and Silicon Image, on behalf of which the group obtained a favorable settlement. Silicon Image sued</p>				

## Legal 500 USA 2010: Rankings & Editorial

competitor Analogix Semiconductor for misappropriation of trade secrets related to its HDMI-enabled semiconductors. Heading the firm's Silicon Valley office, Anthony de Alcuaz has over 30 years' experience litigating IP matters, representing companies and individuals in trade secret disputes. Other active practitioners in the group include Los Angeles-based Eric Hagen, who is 'a very fine lawyer', plus William Diaz in Orange County and Elizabeth Herrington in Chicago.

*\*Leading Lawyers – Eric Hagen: “A very fine lawyer”*

<b>Litigation: Appellate – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
3 (NEW)	--	3	Miller Baker Rory Little	--
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's appellate practice centers on three dedicated senior attorneys supported by up to 20 other partners at any given time. Washington DC-based M Miller Baker shares leadership of the practice with Menlo Park-based senior counsel Rory Little. Baker procured an important Supreme Court win for Arthur Andersen in May 2009 in a certiorari petition for the court to resolve conflicts over the applicability of the Federal Arbitration Act to arbitration claims involving non-signatories. In its conclusions, the Supreme Court expressly overturned a DC Circuit judgment written by Chief Justice Roberts when he was a judge at that lower court. In June 2009, the practice won unanimous Federal Circuit affirmation of the trial court's dismissal of a patent infringement claim. In the case, PureChoice brought the claim against the firm's client Honeywell, but the appeal court invalidated the patents on grounds of indefiniteness. Other notable wins in 2009 came at the Second, Fourth, Sixth and Eleventh Circuits, and also the New York Court of Appeals.</p>				

<b>Litigation: Supreme Court – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
3 (NEW)	--	3	Miller Baker Rory Little	--
<b>Editorial</b>				
See editorial above.				

## Legal 500 USA 2010: Rankings & Editorial

<b>Litigation: White-Collar Criminal Defense – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
6	6	7	Michael Kendall David Rosenbloom Jeffrey Stone Douglas Whitney	Gordon Greenberg Jeffrey Stone Douglas Whitney
<b>Editorial</b>				
<p>‘As good as any I have seen’, McDermott Will &amp; Emery LLP provides ‘classy and empathetic advice’ to clients engaged in regulatory investigations, internal investigations, criminal and civil litigation. The firm’s geographically diverse 52-attorney practice has expertise on both coasts, as well as Chicago, and has the critical mass to handle a tremendous volume of significant mandates irrespective of location. ‘Highly responsive and with in-depth specialty knowledge in the areas of law in which it is active’, the white-collar practice is well-integrated with several of the firm’s other practice areas, most notably tax, antitrust and healthcare. ‘Highly competent in the tax arena’, the Boston office in particular is regularly involved in high-stakes matters for clients before the Tax court. For example, it is representing John Hancock Financial Services in an IRS challenge to a series of complex leveraged lease transactions. Douglas Whitney, (‘extremely responsive and organized’, ‘depth of knowledge’, ‘team player’); David Rosenbloom, (‘a go-to lawyer for healthcare criminal litigation and corporate compliance’, ‘extremely knowledgeable, practical, knows how to communicate and is accessible’); Jeffrey Stone, (‘possesses uncommon judgment’, ‘one of the very lawyers I have worked with who possesses the litigation skills, acumen, experience and good judgment to oversee bet the company litigation’); and Michael Kendall, (‘technically proficient, skilled and persuasive advocate’), are all highly regarded. Clients include Amgen, Arthur Andersen, Lockheed Martin, Humana, Mars, Coca-Cola, Koch Industries, John Hancock, ExxonMobil, Intel and Hilton Hotels.</p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Mergers, Acquisitions and Buyouts: Antitrust – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
7 (NEW)	--	7	Raymond Jacobsen Stefan Meisner Joseph Winterscheid	--
<b>Editorial</b>				
<p>Centered out of its Washington DC office, and aided by a pervasive presence in Chicago, the ‘outstanding’ McDermott Will &amp; Emery LLP provides a coordinated service to clients engaged in big-ticket litigation, regulatory investigations and mergers. With more than 80 lawyers who devote a substantial proportion of their time to antitrust matters, the firm has the critical mass to handle a vast array of resource-intensive matters. It represented Timken on the \$300m disposition of its global needle bearing business to JTEKT, a Japanese bearings and automotive components manufacturer. Illustrative of the firm’s ability to handle multi-jurisdictional matters, as well as the US regulatory aspects, the transaction also necessitated securing merger clearances in Germany, South Korea, Turkey and Slovakia. On the litigation side, the group is currently defending Mars in class actions initiated by direct and indirect purchasers of chocolate against allegations that manufacturers conspired to fix the prices at which they sold chocolate in the US. Raymond Jacobsen heads a team that includes the ‘practical and commercial’ Joseph Winterscheid and Stefan Meisner, who has ‘business acumen, commerciality, good judgment and is an absolute pleasure to work with</p>				

<b>Mergers, Acquisitions and Buyouts: M&amp;A (Large Deals \$1bn-\$5bn) – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
2	2	3	Timothy Alvino Laurence Bronska Andrew McCune Thomas Sauermilch Mark Stein Scott Williams	Michael Fayhee Thomas Sauermilch John Tamisiea

## Legal 500 USA 2010: Rankings & Editorial

### Editorial

'Go-to law firm' McDermott Will & Emery LLP is 'excellent in every respect'. With 100 lawyers nationally in its corporate/mergers and acquisitions practice, the firm is generally focused on middle and upper-middle market M&A deals, its key centers of activity being Boston, California, Chicago, Washington DC, Houston, Miami and New York. Sector strengths include energy, and healthcare and life sciences. Furthermore, in 2009, former co-chairs of DLA Piper LLP's midwest private equity practice, Laurence Bronska and Andrew McCune, joined the corporate department in Chicago. 'The experience with the firm was exceptional from beginning through post-closing', say clients. 'We were treated as though we were the firm's only client'. In addition to the value-for-money levels being excellent, others state that its lawyers have a very good understanding of companies, their goals and the markets within which they operate. 'Further, the customer service level is second to none. The firm is quick to respond to all phone calls and make themselves available anytime or day of the week. In every case I have worked with their lawyers, they have been prepared to work all hours and put themselves to almost unlimited inconvenience in the interests of their clients'. But while some clients are quick to praise the top members of the team, they were less impressed with the junior partners and associates, saying that the talent was uneven and that it did not justify the high fee structure. The firm does handle public deals, but it is particularly active on behalf of private equity firms, where it typically advises on the acquisition of businesses or the disposition of portfolio companies. In 2009, fortunately for the practice, private equity deals in the healthcare sector have remained buoyant. The group also has good long-term relationships with manufacturing clients, and regularly acts as their strategic advisors for pending transactions. Recent deals include: representing Standard Car Truck in connection with its \$300m sale to Westinghouse Air Brake Technologies; and acting for Evonik Industries, the world's largest specialty chemicals company, in connection with its acquisition of Tippecanoe Laboratories from Eli Lilly. Thomas Sauermilch has been representing Evonik and its predecessors' companies for more than 20 years. The practice also advised Credit Suisse Energy in connection with the sale of its US western power and natural gas trading business to Shell Energy North America, and acted for Tribune Company in a \$650m partnership transaction with Cablevision Systems involving Tribune's Newsday Media Group. The firm served as counsel to Motorola in connection with its acquisition of AirDefense, an innovator and market leader in wireless security, as well as its sale of Good Technologies. Boston M&A leader Mark Stein is 'a very strong and competent lawyer who has provided excellent representation on middle-market deals. He is a very creative problem solver, works well with opposing counsel, is extremely articulate and able to communicate the rationale for our positions, and has a strong grasp of our business requirements'. The 'very intelligent' Timothy Alvino 'has enormous technical expertise in the corporate field'. Alvino is also the lead corporate lawyer for major energy company Irving Oil, which has been involved in a number of transactions in recent years. Scott Williams 'is exceptionally good at his work. There is nobody with his breadth of knowledge, nor anyone that I work with who is as responsive as Scott. He is always ahead of the curve in developing solutions to resolve an impasse'.

### Mergers, Acquisitions and Buyouts: Private Equity Buyouts – National

## Legal 500 USA 2010: Rankings & Editorial

Ranking 2010	Ranking 2009	Number of Tiers	Lawyers Mentioned 2010	Lawyers Mentioned 2009
5 (NEW)	--	5	Laurence Bronska Mark Harris Andrew McCune	--

### Editorial

McDermott Will & Emery LLP has its largest concentration of M&A and private equity lawyers based in its Chicago headquarters. While it has a credible practice in New York, it has made significant headway in Miami where it has represented HIG Capital and its portfolio companies on a series of transactions including their acquisitions of DynaSteel, SRX International and Nations Express; the Chicago office has also closed several deals for HIG. Other headline deals included the firm's representation of Baird Capital Partners on its acquisition of Medical Education Technologies. Healthcare is a key sector for the private equity practice and the firm overall, as well as the energy industry, especially downstream oil and gas transactions. The firm is most active in deals ranging from \$50m to \$1bn in value. Major clients include Baird Capital Partners, Bayside Capital, Glencoe Capital, HIG Capital and Riverside Partners. In May 2009, the Chicago office upped its middle-market status through the hire of Laurence Bronska and Andrew McCune from DLA Piper LLP. Fellow Chicago partner Mark Harris heads the private equity group. The firm's West Coast offices are more geared towards venture capital work than private equity.

### Mergers, Acquisitions and Buyouts: Venture Capital and Emerging Companies – National

Ranking 2010	Ranking 2009	Number of Tiers	Lawyers Mentioned 2010	Lawyers Mentioned 2009
5	5	5	Mary-Laura Greely Kyle Guse Mark Mihanovic Mark Stein Peter Townshend	Mark Mihanovic Mark Stein

### Editorial

McDermott Will & Emery LLP has a genuinely national practice with particular strength in Boston and California; the Chicago and New York offices providing additional ballast. The firm is widely acknowledged for its healthcare, medical device and life sciences expertise. The California offices provide further expertise in technology, life sciences and clean technology. Clients include Borealis Ventures, Bioabsorbable Therapeutics, Gemini Investors, Genesis Networks, Healthways, HLM Venture Partners, Metagenics, OSI Systems, Oxford Bioscience Partners, Revera Health Systems and SV Life Sciences Advisers. In October 2009, Silicon Valley partner Kyle Guse represented Synageva BioPharma on its \$7m bridge financing and further \$38m

## Legal 500 USA 2010: Rankings & Editorial

preferred stock financing through its existing and new venture capital investors, including leading biotech venture funds Baker Brothers, Four Partner, Tullis Dickerson and several others. The firm also advised JibJab Media on a \$7.5m Series C funding. Key partners include Silicon Valley partners Mark Mihanovic and Kyle Guse, and Peter Townshend in San Diego. In Boston Mark Stein and Mary-Laura Greely, who recently joined from Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., have excellent reputations.

<b>Real Estate &amp; Construction: Real Estate – Central</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
4 (NEW)	--	4	Fred Feinstein	--
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's real estate practice has 30 lawyers nationally, four of whom are based in Illinois; Chicago-based Fred Feinstein heads the practice. The team has particular experience in representing health industry and not-for-profit clients and regularly draws on resources from other areas where necessary, such as corporate, tax, IP and governmental affairs. Highlights in 2009 included advising Tribune Company on the real estate aspects of a high-profile transaction that transferred 95% ownership of the Chicago Cubs, and was valued at \$845m. It also represented a major academic medical centre on the development of an \$850m replacement hospital for the Children's Memorial Hospital in Chicago.</p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Tax: Domestic Tax – Central</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
2	2	4	Thomas Jones* Andrea Kramer Jane Wells May	Andrea Kramer Jane Wells May
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's 40 Chicago-based tax lawyers make a significant contribution, as the largest single group, to a 100-lawyer strong, four sub-set, US tax practice which is also represented in New York, Los Angeles, Washington DC, Silicon Valley and Miami. The firm started as a tax practice and the roots run deep, and generates a high proportion of its own work as well as servicing other departments. The strength of the Chicago team in national and international instructions tends to overshadow a strong regional presence, well supported by numerous long-term clients, which is commended for, 'high levels of overall service' and partners with 'strong technical legal ability and industry knowledge'. The only minor complaint about service is 'a disjointed approach to billing'. Clients of the practice group include Caterpillar, GATX, Mattel, Equity International, Kellwood Company, Bayer Corporation, Diageo, Procter &amp; Gamble, Sara Lee, Tyco and USG. In recent instructions, Thomas Jones, 'top of the captive insurance industry and tax issues', recently assisted the Community Blood Centers Exchange, Risk Retention Group, to structure an innovative solution to the withdrawal of commercial insurance from blood collection centers following the emergence of HIV – insurance cover provided by a single state licensed company became available nationwide, with surplus income distributed to non-taxable entities. Recommended Chicago-housed tax practitioners include Andrea Kramer, 'the best of class in a generation of lawyers', and Jane Wells May, who is 'energetic and provides rapid response'.</p>				
<p><i>*Leading Lawyers – Thomas Jones: "Top of the captive insurance industry and tax issues"</i></p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Tax: Domestic Tax – East Coast</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
3	3	6	Peter Faber Jon Finkelstein Thomas Giegerich Philip McCarty Arthur Rosen Blake Rubin Philip Tingle Andrea Whiteway	Thomas Giegerich Arthur Rosen Blake Rubin
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's East Coast tax lawyers practice from three offices, including New York, which houses some of the firm's most experienced attorneys. New York is also home to a noteworthy state tax group with a nationwide reputation, headed by Arthur Rosen. In Washington DC, key areas of expertise include transactions, real estate taxation and partnerships, in which Blake Rubin, Andrea Whiteway and Jon Finkelstein 'provide thoughtful, creative, and value enhancing advice on partnership tax issues – an industry-leading team'. Philip McCarty has 'excellent technical expertise, as well as terrific judgment' in large business and partnership taxation. In Miami, the sole tax partner Philip Tingle has established a niche in advising energy companies, including utilities, independent power producers and financial institutions, on complex energy tax-related matters. The East Coast offices are also able to leverage off the wider domestic network and the firm's considerable capacity in federal tax work. Tax practice clients include Bayer, Citigroup, CR Bard, Deutsche Bank, Deposit Trust Corporation, Diageo, Goldman Sachs, Honeywell, JPMorgan, Hovnanian Enterprises, Loews, MasterCard and Merrill Lynch. In recent instructions, New York-based Peter Faber assisted Morgan Stanley with the state and local tax aspects of its joint venture with Citicorp in which their retail brokerage businesses were combined. Thomas Giegerich, who heads the New York tax practice, has built a team of 'great transactional tax lawyers'.</p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Tax: Employee Benefits &amp; Executive Compensation – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
2	1	5	Nancy Gerrie Jared Kaplan David Rogers Susan Schaefer Karen Simonsen	--
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP covers both aspects of the executive compensation and employee benefits space with a large Chicago-centered EBEC group which, although offering a broad-based advisory practice, also works closely with the corporate department on major transactions, and a smaller Washington DC-based practice group which is rather more specialist, and has particular expertise in retirement plans. The larger Chicago group is commended by most clients for being 'outstanding with regard to response time, almost unbelievably responsive, with knowledge, training, breadth of skill sets and depth of talent and experience', although a minority comment that 'it is sometimes so busy that it can't keep its commitments on delivery'. Recent Chicago instructions include counseling Gap in the complete restructuring of its 401(k) plan with assets of over \$600m and executive compensation programs, and advising Tribune Company in a going-private transaction through an employee stock ownership plan (ESOP). Active clients of the Chicago-based group include Abbott Laboratories, AXA Equitable, Chrysler, Fortune Brands, Gap, General Electric, Northern Trust, Sara Lee, SSI and State Street. Key members of the Chicago practice include Susan Schaefer, 'a pre-eminent lawyer of outstanding skill and experience, we are very fortunate to have her as our advisor on our ESOP and employment issues', and Karen Simonsen, 'excellent, she has depth and experience with benefit tax issues and is just really intelligent'. Jared Kaplan is 'the ultimate expert and provides excellent oversight on ESOP issues'. Nancy Gerrie, is 'particularly good'. The Washington DC practice, headed by David Rogers, who is 'very knowledgeable and sharp as a whip', was hit by the defection of a group including Paul Hamburger to Proskauer Rose LLP in October 2009, but also recruited to the of-counsel ranks. The Washington DC office represents clients including Carnival Cruises, Computer Sciences Corp and Sallie Mae, and, in a competitive tender, was recently awarded a major assignment by the New York Court Authority.</p>				

## Legal 500 USA 2010: Rankings & Editorial

<b>Tax: Financial Products – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
2	2	2	Andrea Kramer* William Pomierski	Andrea Kramer William Pomierski
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's Chicago-based Andrea Kramer, 'the best of class of a generation of lawyers' heads the firm's financial products, trading and derivatives group, and spearheads the small but expert tax practice which is an integral part of the wider structured finance offering. Kramer is noted as 'running a very tight ship – the response times are excellent', and takes a deep and active interest in tax policy development. The tax practice group represents a range of clients including investment managers, hedge funds, private equity managers, and by virtue of a particular expertise in energy taxation and associated derivatives products, public utilities. The team is at its best handling particularly complex work such as innovative design or challenging IRS tax audits. Clients include CIT Group, International Swaps and Derivatives Association and the Options Policy Association. William Pomierski, who is also recommended for his innovative work, and Andrea Kramer have recently worked on tax planning projects and audit defenses for domestic hedge fund managers holding a wide range of complex derivatives.</p>				
<p><i>*Leading Lawyers – Andrea Kramer: "Is the best of class of a generation of lawyers"</i></p>				

<b>Tax: International Tax – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
3	3	5	Steven Hannes Thomas Jones Phillip McCarty Barry Quirke James Riedy	James Riedy Lowell Yoder
<b>Editorial</b>				
<p>McDermott Will &amp; Emery LLP's international tax practice lawyers are 'extremely experienced and well versed in US tax as it relates to transfer pricing and international issues – very responsive and reliable'. The firm has some 40 lawyers in the global tax practice, and 30 in the US practicing substantially in international tax from Silicon Valley, Washington DC, Chicago and New York providing transactional support, tax planning, and 'very good on</p>				

## Legal 500 USA 2010: Rankings & Editorial

international restructuring'. Despite the economic downturn, the international tax team has continued to recruit selectively. Tax advice has been provided to AstraZeneca, Avon, Chevron, Chrysler, Dun & Bradstreet, Equity International, FFC Capital, General Mills, Hoffman La Roche and Johnson & Johnson. The firm's origins as a tax advisory firm in Chicago continue to resonate and the tax practice still generates a substantial client following. In a recent instruction, Chicago-based Thomas Jones advised on the tax aspects of the redomiciliation of Stanford University Hospitals and Clinics' captive insurance company from Hawaii to Bermuda. In a prestigious appointment, Washington DC partner Steven Hannes represented the Transfer Pricing Discussion Group, an association of 15 multinational corporations, at OECD consultations on the transfer pricing implications of business restructurings, and transfer pricing profits methods. In other instructions, lawyers including Phillip McCarty and James Riedy, 'a superb tax lawyer, with balance and insight on any issue', both based in Washington DC, and Barry Quirke, in Chicago, have advised major corporations in respect of the tax implications of major foreign exchange loss, overseas acquisitions, and infrastructure project financing. The named partners are commended for 'exemplary service'.

<b>Tax: Tax Controversy – National</b>				
<b>Ranking 2010</b>	<b>Ranking 2009</b>	<b>Number of Tiers</b>	<b>Lawyers Mentioned 2010</b>	<b>Lawyers Mentioned 2009</b>
2	2	5	Thomas Borders Peter Faber William Goldman Robin Greenhouse Martha Groves Pugh Jane May Gregory Palmer Jean Pawlow* Arthur Rosen	Thomas Borders William Goldman Robin Greenhouse Jean Pawlow Martha Groves Pugh Joseph Selby

### **Editorial**

McDermott Will & Emery LLP is acclaimed by one client as 'without doubt, one of the best firms I have dealt with in 35 years of practice; very responsive, highly competent in tax areas, and achieves terrific results'. The group represents clients such as John Hancock, General Mills and American Express in litigious and non-litigious federal tax controversy, and also has impressive expertise in state tax litigation. The tax controversy group numbers some 30 lawyers, with the largest concentrations in Chicago and Washington DC, and more modest representation nationwide. Noted for 'tremendous commitment and commercial nous'. The group is widely recommended for IRS audits and appeals of the greatest complexity, competent authority negotiation, and trial and appellate litigation. The practice fields a well-balanced team, with a breadth of expertise at both senior and junior level, and a

## Legal 500 USA 2010: Rankings & Editorial

policy of nurturing talent. The practice group is jointly led by Chicago-based Thomas Borders and William Goldman in Washington DC, both highly experienced in litigation and administrative track work. Arthur Rosen in New York leads the SALT team, and represents several Fortune 50 clients in all state tax matters, frequently alongside Jane May in Chicago. In a recently settled federal tax case, Washington DC-based Jean Pawlow, 'an excellent advocate and a shrewd tax adviser who is also great to work with', succeeded for Capital One in precedent tax litigation concerning the federal tax treatment of credit card interchange discounts and the appropriate deduction for rewards programs such as air-miles. In ongoing state tax litigation, New York-housed Peter Faber is representing Pfizer in a determined challenge to the constitutionality of New Jersey's method of allocating the income of a multi-state corporation. Also noteworthy in a strong group are, in Washington DC, Robin Greenhouse, 'extremely competent, responsive and with a real-world approach', who is expert in administrative matters and tax practitioner privilege, and Martha Groves Pugh, who has extensive experience in energy industry issues such as nuclear decommissioning deductions. In Chicago Gregory Palmer brings an international tax expertise to his controversy practice, and succeeded in the noted University of Chicago Hospitals "medical stipend" litigation.

*\*Leading Lawyers – Jean Pawlow: "An excellent advocate and a shrewd tax adviser who is also great to work with"*