

Henson & Efron

PROFESSIONAL ASSOCIATION

RESOURCE AND POINT-OF-CONTACT GUIDE

LEGAL SERVICE	SAMPLE SUB-SERVICES	CONTACT
Alternative Dispute Resolution	<ul style="list-style-type: none"> • Arbitration • Complex Litigation Management • Dispute Prevention and Dispute Resolution Systems • Early Neutral Evaluation • Mediation • Mini-Trial • Settlement Counsel • Special Discovery Master • Training 	<p><u><i>Joseph T. Dixon, Jr.</i></u> jdixon@hensonefron.com (612) 252-2812</p>
Anti-trust, Distribution and Franchising	<ul style="list-style-type: none"> • Acquisitions and Sales of Franchises • Advice Regarding Unfair Competition Issues and Representation of Competitors in Unfair Competition Disputes • Advice to Franchisors and Franchisees Regarding Franchise Agreement Issues • Counseling Regulatory Antitrust Issues • Drafting and Reviewing Sales Representative Agreements and Distributor Agreements • Private Civil Antitrust Litigation • Representation in Regard to Antitrust-Related Issues Before Federal Regulatory Agencies • Representation of Manufacturers and Distributors in Termination Disputes • Training to Sales and Purchasing Personnel on Price Discrimination and Related Antitrust Issues 	<p><u><i>Clark D. Opdahl</i></u> copdahl@hensonefron.com (612) 252-2867</p>
Banking and Corporate Finance	<ul style="list-style-type: none"> • Capital Equipment Financing and Leasing • Complex Private Banking Transactions • Letter of Credit Facilities • Leveraged Acquisition Financing • Mezzanine Financing • Real Estate Financing • Tax Exempt and Taxable Municipal Bond Financing • Tax Increment Financing • Working Capital and Term Loan Facilities 	<p><u><i>Jeffrey D. Carpenter</i></u> jcarpenter@hensonefron.com (612) 252-2862</p>

LEGAL SERVICE	SAMPLE SUB-SERVICES	CONTACT
Bankruptcy and Debtor/Creditor Law	<ul style="list-style-type: none"> • Development of Individualized Lending Programs for Specific Market Groups • Documentation of Loans, Mortgages and Security Interests • Representation of Individual, Corporate and Bank Clients as Secured and Unsecured Creditors in Civil and Bankruptcy Proceedings • Representation of Plaintiffs and Defendants in all manners of Secured Lending and Contractual Litigation • Representation Of Secured Creditors' Interests in all State and Federal Courts 	<p><u>Jeffrey D. Carpenter</u> jcarpenter@hensonefron.com (612) 252-2862</p>
Business Litigation	<ul style="list-style-type: none"> • Antitrust and Trade Regulation • Arbitration and ADR • Bankruptcy • Breach of Fiduciary Duty Disputes • Class Action • Commercial Disputes • Corporate Governance and Shareholder Suits • Environmental Litigation and Regulation • Intellectual Property • Medical Malpractice • Product Liability, Toxic Tort and Asbestos • Real Estate Litigation • Securities Litigation • Taxation 	<p><u>Stuart T. Williams</u> swilliams@hensonefron.com (612) 252-2814</p>
Commercial Transactions	<ul style="list-style-type: none"> • Confidentiality Agreements • Development Agreements • Indemnification and Warranty Agreements • "Just-In-Time" Inventory Arrangements • Match Distribution Contracts • Purchase Order Agreements • UCC Issues 	<p><u>Clark D. Opdahl</u> copdahl@hensonefron.com (612) 252-2867</p>
Elder, Guardianship and Conservatorship Law	<ul style="list-style-type: none"> • Annual Accountings • Asset Preservation • Contested Conservatorships and Guardianships • Estate Planning • Health Care Powers of Attorney and Health Care Directives • Initial Guardianship and Conservatorship Petitions for Incapacitated Adults • Medical Assistance Planning • Minor Guardianships and Conservatorships Petitions for Restoration to Capacity • Powers of Attorney • Representation of Professional Fiduciaries 	<p><u>Christopher J. Burns</u> cburns@hensonefron.com (612) 252-2833</p>

LEGAL SERVICE	SAMPLE SUB-SERVICES	CONTACT
Employment Benefits	<ul style="list-style-type: none"> • Benefits Issues arising from Corporate Transactions • Cafeteria Plan Implementation • Employee Stock Ownership Plan (ESOP) Design and Implementation • Equity and Incentive Compensation Plan Development • IRS Qualification of Retirement Plans • Non-Qualified Deferred Compensation Strategies • Pension/401(k) Plan Design, Drafting and Implementation • Plan Interpretation and Administration Assistance • Representation of Plan Sponsors and Plan Participants in Disputes Regarding Employee Benefits Plans • Representing Plan Sponsors in Internal Revenue Service and Department of Labor Audits • Welfare and Fringe Benefit Plan Design 	<p><u>Stephen L. Hopkins</u> shopkins@hensonefron.com (612) 252-2876</p>
Employment Law	<ul style="list-style-type: none"> • Advice and Assistance in dealing with Problem Employees • Advise Employers in Labor Relations Matters • Assistance in Preparation of Affirmative Action Plans • Design, Draft and Review Handbooks and Policy Manuals • Draft Employment Contracts and Severance Agreements • Insurance Appeals • Preparation of Response to Discrimination Investigations • Provide Information relevant to Employee Status Under Wage and Hour Law, Independent Contractor • Rules or Leave of Absence Laws • Representation at Administrative Proceedings, such as Discrimination Claims or Reemployment • Representation of Employers and Employees in Employment-Related Litigation 	<p><u>Bruce C. Recher</u> brecher@hensonefron.com (612) 252-2828</p>
Environmental Law	<ul style="list-style-type: none"> • Environmental Audits • Environmental Permitting • Federal and State Superfund Proceedings • Solid and Hazardous Waste Management Issues • Toxic Tort Litigation • Underground Storage Tank Problems 	<p><u>Stuart T. Williams</u> swilliams@hensonefron.com (612) 252-2814</p>

LEGAL SERVICE	SAMPLE SUB-SERVICES	CONTACT
Estate Planning, Probate, and Trust Administration	<ul style="list-style-type: none"> • Administration, including Discretionary Issues, Accountings and other matters before the Court and Tax Authorities • Ante-Nuptial Agreements • Basic Asset Succession • Business Succession Planning • Buy/Sell Agreements • Charitable and Family Gifting Programs • Family Limited Partnerships • Health Care Powers of Attorney and Health Care Declarations • Insurance and Other Irrevocable Trusts • Medical Assistance Planning • Planning to Minimize Transfer Taxes • Powers of Attorney • Revocable (Living) Trusts • Preparation of Estate Tax Returns and Interaction with Tax Authorities • Probate Administration of all sizes • Representation of Parties in Guardianship/Conservatorship Proceedings • Representation of Trustees in all aspects of Trust 	<p><u><i>Christopher J. Burns</i></u> <u>cburns@hensonefron.com</u> (612) 252-2833</p>
Family Law	<ul style="list-style-type: none"> • Adoptions • Annulments • Ante-Nuptial Agreements • Domestic Abuse Proceedings • Legal Separations • Marital Dissolution • Mediation of All Family Law Matters • Paternity Proceedings • Post-Marital Dissolution Matters • Postnuptial Agreements • Tax Consulting 	<p><u><i>Alan C. Eidsness</i></u> <u>aeidsness@hensonefron.com</u> (612) 252-2824</p>

LEGAL SERVICE	SAMPLE SUB-SERVICES	CONTACT
General Business Services	<ul style="list-style-type: none"> • Buy/Sell Agreements • Computer Law • E-Commerce Issues • Employee Benefit Plans • Internet Company Representation • Limited Liability Company Documents: Articles of Incorporation, By-Laws and Minutes • Limited Partnerships • Member Control Agreements • Non-Competition Agreements • Partnership Agreements • Phantom Stock Plans • Preparation of Entity Minutes • Proxies • Raising of Capital Funds • Selection of Entity • Shareholder Agreements • Stock Option Agreements • Stock Repurchase Agreements • Tax Planning • Voting Trust Agreements 	<p><u>Jennie A. Clarke</u> jclarke@hensonefron.com (612) 252-2818</p>
Intellectual Property	<ul style="list-style-type: none"> • Copyright Law • False and Misleading Advertising Issues and Claims • Infringement Claims • Internet Privacy Issues • Obtaining Security Interests in Intellectual Property • Patent and Trademark License Agreements • Product Label Review • Technology Licensing and Transfer • Trade Dress • Trademark Law • Unfair Competition 	<p><u>Clark D. Opdahl</u> copdahl@hensonefron.com (612) 252-2867</p>
Insurance Coverage	<ul style="list-style-type: none"> • Commercial General Liability Policies • Directors and Officers Coverage • Employee Dishonesty Coverage • Employment Practice Liability • Environmental Issues • Errors and Omissions Coverage • General Insurance Litigation • Health and Disability Coverage • Insurance Bad Faith Litigation • Mass Tort / Asbestos Issues • Operations Coverage With No Aggregate Limits • Property Damage Issues 	<p><u>Stuart T. Williams</u> swilliams@hensonefron.com (612) 252-2814</p>

LEGAL SERVICE	SAMPLE SUB-SERVICES	CONTACT
Mergers/Acquisitions	<ul style="list-style-type: none"> • Acquisition and Divestiture Structuring • Acquisition Financing • Antitrust Counseling and Clearance • Development Agreements • Joint Ventures • Licensing Agreements • Merger Structuring • SEC Compliance and Filing • Tax Planning 	<p><i><u>John C. Levy</u></i> <u>jlevy@hensonefron.com</u> (612) 252-2845</p>
Real Estate	<ul style="list-style-type: none"> • Commercial, Industrial, Retail and Ground Leases • Condemnation Matters • Construction Contracts • Creation, Amendment and Termination of Easements and Other Occupancy Arrangements • Loan Agreements, Mortgages and other Loan Documents in Conjunction with Loans Involving Real Property as Collateral • Mechanics Lien Filings and Foreclosures • Mortgage Foreclosures and Contract for Deed Cancellations • Proceedings Subsequent and Title Registrations • Real Estate Buy/Sell Transactions • Real Estate Tax Protest Matters • Tax Increment and Other Public Financing Packages • Title Opinions and Title Insurance Matters • Zoning Compliance and Other Issues Facing Developers 	<p><i><u>Jeffrey D. Carpenter</u></i> <u>jcarpenter@hensonefron.com</u> (612) 252-2862</p>
School District Business Representation	<ul style="list-style-type: none"> • Litigated and Arbitrated Dispute Resolution • Open Meeting Law, Data Practices Compliance, Election Law and Referendum Issues • Professional Services Agreements, including Architect's Agreements, Construction Management Agreements, Owner Representation Agreements, etc. • Project Construction Documents, including AIA General and Supplementary Conditions, and Related Contract Documents • Project Development, including Governmental Approvals and Related Services • Property Acquisition, including Negotiated Transactions and Eminent Domain • Public Bidding Compliance and Enforcement 	<p><i><u>Jeffrey D. Carpenter</u></i> <u>jcarpenter@hensonefron.com</u> (612) 252-2862</p>

LEGAL SERVICE	SAMPLE SUB-SERVICES	CONTACT
Securities	<ul style="list-style-type: none"> • Blue Sky Issues • Federal and State Filings for Registration of Securities and Exemption from Registration • Initial Public Offerings • Insider Trading Policies and Procedures • Pre-Offering Planning • Private Placements of Equity and Debt • SEC Reporting And Compliance • Secondary Offerings of Equity and Debt • Stock-Based Incentive Plan Structure and Registration 	<p><i>Jennie A. Clarke</i> jclarke@hensonefron.com (612) 252-2818</p>
Shareholder Litigation	<ul style="list-style-type: none"> • Class Action Securities Fraud Defense • Counsel and Defend Special Committees of Directors of Public Companies • Counsel to Special Litigation Committees • Coverage Disputes with Director and Officer Liability Carriers as well as other Insurance Companies 	<p><i>Joseph T. Dixon, Jr.</i> jdixon@hensonefron.com (612) 252-2812</p>
Sports and Entertainment Law	<ul style="list-style-type: none"> • Contract Negotiations • General Business, Tax and Estate Planning Services • Intellectual Property Protection • Promotional and Endorsement Deal Negotiation and Procurement • Public Relations Matters 	<p><i>David Bradley Olsen</i> dolsen@hensonefron.com (612) 339-2500</p>
Tax Law	<ul style="list-style-type: none"> • Choice-Of-Entity • Corporate Tax Analysis And Planning • Federal And State Tax Controversies • Individual Tax Analysis And Planning • Partnership, Limited Liability Company And S-Corporation Tax Analysis And Planning • Property Tax Abatements • State And Local Tax Analysis • Tax-Exempt Organizations, Including Qualification Issues And Unrelated Business Taxable Income Matters 	<p><i>Stephen L. Hopkins</i> shopkins@hensonefron.com (612) 252-2876</p>