

Who's Who in L.A. Law



This year, the Business Journal shines its spotlight on the dealmakers: the L.A. lawyers who pull off the biggest mergers and acquisitions.

PROMINENT M&A attorneys in Los Angeles handle deals with a lot of zeros. Consider Mark H. Kim, who helped arrange the \$50 billion merger of Monsanto with Pharmacia & Upjohn. Or Linda L. Curtis, who was involved in Del Monte's \$5.3 billion leveraged buyout. They're among the top 40 dealmakers selected by the Business Journal featured in this year's Who's Who in L.A. Law. To pick the lawyers who made the list, legal reporter Alfred Lee surveyed local experts and attorneys to zero in on those best known for closing the biggest deals. The skill set requires understanding the thinking of your client and opposing counsel, as well as the stamina for the all-nighters needed to beat deadlines. Sometimes they even get to play a role in history – for better or worse. Brian J. McCarthy advised the Chandler family in the sale of the Los Angeles Times to Tribune. "A little piece of historic Los Angeles was going to be traded away," he said. "There was a certain sadness to it." They've got some lighter stories, too. Warren Loui's college roommate was one of the founders of the MIT blackjack team – and gave him some unusually effective tips. "I've been kicked out of two casinos and permanently banned from one," Loui said.



SPECIAL REPORT WHO'S WHO IN L.A. LAW

KEN BARONSKY, 48

FIRM: Milbank Tweed Hadley & McCloy
LAW SCHOOL: University of Washington
CLIENTS: Station Casinos, Fertitta Entertainment, Fiesta Palms, Golden Gaming, Gordon Biersch, Zuffa (Ultimate Fighting Championships)

KEN Baronsky was just out of law school when he was assigned a leveraged buyout case that made him wonder whether he had chosen the wrong profession.

"I was given extraordinary responsibility under extreme time pressure on a complex transaction," he said. "I worked 72 hours straight at one stretch and fell asleep in a New York cab with the meter running. A paralegal on the case had a nervous breakdown."

That was 1989. Since then, he's established a practice focusing on the U.S. gaming industry, starting with Mississippi riverboats and Native American casinos, while continuing to work on mergers and acquisitions.

As part of his work in restructuring one of Nevada's largest casino and resort operators, the Fertitta family's **Station Casinos**, he represented the owners in their \$2 billion acquisition of four casinos in Las Vegas: Red Rock Resort, Boulder Station, Sunset Station and Palace Station.

The purchase was part of the largest bankrupt-



Rolling the Dice: Ken Baronsky at his downtown office.

cy case in the history of the U.S. gaming industry. The case ended in June with a \$7 billion restructuring that preserved the firm's 18 casinos and hotels, along with nearly 13,000 Las Vegas jobs.

The restructuring erased \$4 billion in debt. Brothers Frank and Lorenzo Fertitta are longtime Baronsky clients. He represented the company in its initial public offering in 1993 and then guided

a \$9 billion leveraged buyout of the firm in 2007.

Among his other transactions, Baronsky is representing the Fertittas in connection with a potential deal involving the **Hard Rock Hotel & Casino** in Las Vegas. He is also representing **MTR Gaming Group** in connection with a potential sale of the company.

Baronsky began specializing in gaming in the early 1990s, when legalized gambling first moved beyond Nevada and New Jersey onto riverboat casinos in Missouri, Mississippi and Louisiana.

It wasn't always comfortable work. Sweltering on the tarmac in Biloxi, Miss., while waiting for his plane to take off was an unfortunate common occurrence during those years, Baronsky recalled.

But it wasn't always uncomfortable, either. He believes the industry's reputation for unsavory characters is not deserved.

"I find it to be one of the cleaner businesses," he said. "It's very transparent because it's highly regulated and the people who have gaming licenses are very protective of them."

Baronsky, who lives in Manhattan Beach with his wife and two daughters, was raised in Seattle by an attorney father and a mother who dreamed he would one day become an orthodontist.

"That sounded pretty awful to me," he said.

These days he enjoys spending time with his family and skiing, golfing, travel and wine-tasting.

—Karen E. Klein



DAVID ANDERSEN, 46

FIRM: Bryan Cave LLP
LAW SCHOOL: Northwestern University
SELECTED CLIENTS: AssistMed, Belkin; Brothers Entertainment Merchandising, Make It Work, Monet Software, Orange County Container Group, Rapid Ratings International, Wild Brain Entertainment, X Prize Foundation
YEARS IN PRACTICE: 20

Biggest Deal: Representing the Santa Fe Railroad in its sale of about 350 miles of rights-of-way and other property to eight different governmental agencies in five counties for the purpose of forming the Metrolink system in 1992-93.

Best Career Moment: Reviewing the private jet agreement for an entrepreneur and long-time client who had started his business in his parents' garage and who had recently cashed out on the basis of a billion-dollar valuation.

Worst: Sitting in the U.S. attorney's office in Newark, N.J., and explaining a deal to an assistant U.S. attorney, a member of the FBI's organized crime task force, a homicide investigator and a postal inspector. My client was engaged in a merger with another company that, in turn, was pursuing a merger

with a third company. The third company had apparently been involved in a pump-and-dump market manipulation scheme perpetrated by two stockbrokers with dubious affiliations. The stockbrokers were found bound, gagged and shot in the back of the head in a mansion in northern New Jersey. The FBI was under the impression that somebody was delivering some sort of message. Needless to say, the deal did not close.

Highlight of Past Year: Closing two different multimillion-dollar corporate sponsorships for X Prize Foundation in May of this year.

The Secret to Closing a Deal: Understanding that legal issues exist within a metasystem that is often unique to the deal at hand.

If I Weren't an Attorney: I'd be an urban planner, which might not be all that different from the process involved in bringing order to the chaos that is a start-up company in growth mode.



ANDREW APFELBERG, 39

FIRM: Rutter Hobbs & Davidoff Inc.

LAW SCHOOL: Boston College Law School

SELECTED CLIENTS: Kate Somerville Skin Care Inc.,

Trench Shoring Co., Smarsh, Inc., Cesar Millan Inc., Carlin Capital Partners
YEARS IN PRACTICE: 15

Biggest Deals: Sale of OPI Products to Coty, sale of Fiji Water to Roll International, equity financing for Westlake Financial Services provided by Marubeni Corp.

Best Career Moment: Standing in the conference room of a well-known private-equity firm watching my client embrace his family in celebration after signing the last document of a minority recapitalization that would put growth capital into the company and provide a significant liquidity event for my client.

Worst: The difficulty of securing my first job after law school. I graduated at a time when few entry-level attorneys were being hired, and from a school that did not have a strong reputation in Los Angeles. Most firms in town were more interested in graduates of local schools or the Ivies. It was disheartening to be judged by something other than your own character and ability.

Highlight of Past Year: We helped a family sell its San Jose franchise to Swisher Hygiene. While not massive in terms of commas and zeros, it made a fundamental difference to the financial position and lifestyle of the family for multiple generations.

If I Weren't an Attorney: I would love to be a professional soccer player, but unfortunately don't have the skill. I would also be about 15 years older than most of the players in their prime.

My Colleagues Don't Know: That I spend my weekends gardening with my kids, and cooking meals together using

the vegetables and herbs that we harvest.



LAWRENCE M. BRAUN, 56

FIRM: Sheppard Mullin Richter & Hampton LLP

LAW SCHOOL: Northwestern University School of Law
SELECTED CLIENTS: Northrop Grumman, Sanders Industries, Universal Protection Services, Alcatel, Electro Rent Corp., Rose Bowl, La Curacao, Dah Mei Ltd., Arcadian Healthcare, privately owned businesses, entrepreneurs
YEARS IN PRACTICE: 30

Biggest Deal: Sale of Boeing Co.'s Wichita aero structures business in Kansas to Spirit AeroSystems and the related multiyear supply arrangement.
Most Difficult Deal: Frankly, every M&A transaction is challenging. Recently I represented a foreign company in a sale of its international business operations to a U.S. public company. Our client, the seller, had locations in the United States, Europe and eight locations in Asia. The transaction took over a year to conclude.

Highlight of Past Year: During one eight-week period I completed six M&A transactions, completed a financing, signed a definitive sale agreement to

sell a unit of a public company, signed a definitive purchase agreement to acquire a private company, signed a merger agreement to sell a private company to a public company, closed a bankruptcy acquisition, and signed five letters of intent to buy and sell various businesses.

If I Weren't an Attorney: I'd be an owner and operator of a business. I like the fast pace and challenges that owners are facing in this environment. I think I could put together a great team to manage a business to success.

My Colleagues Don't Know: I have a black belt in karate.



JEFFREY H. COHEN, 48

FIRM: Skadden Arps Slate Meagher & Flom LLP
LAW SCHOOL: UCLA School of Law, 1988

SELECTED CLIENTS: Oaktree Capital Management, Silver Point Capital, OPI Products Inc., American Apparel, SKBHC Holdings, Pierre Foods Holding Corp., Colony Capital, Carlyle Strategic Partners
YEARS IN PRACTICE: 23

Biggest Deal: The sale of Oakley Inc. to Luxottica for \$2.3 billion.

Most Difficult Deal: The rep-

resentation of News Corp. and Fox Entertainment Group in the sale of the Los Angeles Dodgers to Frank and Jamie McCourt. Buying or selling a baseball club is no small feat as you must comply with Major League Baseball's complicated rules as well as the approval process, which includes extensive discussions with MLB's representatives in order to confirm compliance and obtain the approval of the requisite owners.

Best Career Moment: Making partner at Skadden 15 years ago.
Worst: As a young associate working on a transaction, I noticed a terribly embarrassing error on a preliminary prospectus for which I was responsible. On the cover page, instead of reading "Price to Public," it read "Price to Pubic." After many stressful hours hoping nobody would notice the mistake, I was able to get the printer to correct the error on the final prospectus. I waited in dread for the calls about the error. They never materialized.

Highlight of Past Year: Our representation of OPI Products Inc. in the sale of the company to Coty Inc. OPI is the leading professional nail care company and, according to my wife, a fantastic brand. I really enjoyed working with the owners, two sisters and management in helping them decide whether and how to sell the company they had built over three decades. While it was very emotional for them, they felt they made the right decision and achieved a great result.

If I Weren't an Attorney: I would manage my 13-year-old son's blossoming programming career. He recently donated \$20,000 from the sales of his first iPhone app,

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GORDON BAVA, 63

FIRM: Manatt Phelps & Phillips LLP**LAW SCHOOL:** USC**CLIENTS:** East West Bank, Sucampo Pharmaceuticals Inc., Capital Source Inc., Friedman Billings Ramsey

GORDON Bava is known as one of the town's veteran corporate dealmakers, but he made news this year wearing a different hat. As chairman of local TV station KCET, he was point man on the controversial decision to cut off the station's ties with PBS in January.

Deciding that PBS' \$7 million per year asking price for programming would cripple the station, he orchestrated the relaunch of KCET as the largest public station in the country independent of PBS. That required further dealmaking as he oversaw the sale of the company's studio and office facilities to repay outstanding debt, and worked out a new strategic plan.

The move drew heated criticism, but Bava maintains it was the best decision for the station.

"Nobody likes to be yelled at when you go out to dinner—I was struck by how loyal some of the fans are to certain programs," he said. "But I think we are fulfilling our mission in presenting what happens in Los Angeles to the rest of the world, and in bringing the world to Los



Television Man:
Gordon Bava at his West Los Angeles office.

Angeles in terms of news programming."

At West L.A. firm Manatt Phelps & Phillips LLP, where he has worked for 37 years, Bava chairs the business, finance and tax division. In the 1980s, he refinanced a fleet of cargo airplanes for **Flying Tiger Line**.

"There were individual transactions for

each one of the planes all happening concurrently," he said. "Just coordinating that whole process was challenging."

Earlier this year, he led the acquisition team for **Sucampo Pharmaceuticals Inc.**'s purchase of a multinational intellectual property holding company. In August of last year,

he advised **Pacific Capital Bancorp** on its \$500 million recapitalization, which prevented a regulatory seizure.

Bava lives in West Los Angeles with his wife, and likes to ski, golf, and dote on his toddler granddaughter in his free time.

— Alfred Lee

iSketch, to Mattel Children's Hospital.

My Colleagues Don't Know: I watch "So You Think You Can Dance" and "Project Runway." I enjoy the competition, the excitement of watching young, talented people work incredibly hard to gain success. The bonus? My wife likes to watch the programs with me.



LINDA L. CURTIS, 50

FIRM: Gibson Dunn & Crutcher LLP**LAW SCHOOL:** Stanford University**SELECTED CLIENTS:** CityCenter Holdings LLC, General Electric Capital Corp., Jack in the Box Inc., Stater Bros. Holdings Inc.
YEARS IN PRACTICE: 22

Biggest Deal: Del Monte Foods Co.'s \$5.3 billion leveraged buyout by KKR and other investors this spring.

Most Difficult Deal: My most difficult deal was a closing in December 2002 when I worked for three days straight with virtually no sleep.

Best Career Moment: Moving to Gibson Dunn's L.A. office 18 years ago.

Worst: Snoring through a cab ride to the Kennedy airport from midtown in front of three colleagues after the three-day

closing mentioned above.

Highlight of Past Year: Representing the senior lender with respect to the California Pizza Kitchen leveraged buyout.

The Secret to Closing a Deal: Learning to rise above the small stuff.

If I Weren't an Attorney: I would be a gamer or a pro tennis player.

My Colleagues Don't Know: I played the trombone in high school—badly.



MATTHEW ERTMAN, 37

FIRM: Allen Matkins Leck Gamble Mallory & Natsis LLP**LAW SCHOOL:** Loyola**SELECTED CLIENTS:** Firestorm Capital LLC, First Beverage Group, Content Partners LLC, China Investment Corp.
YEARS IN PRACTICE: 12

Biggest Deal: Represented a large foreign investor in the acquisition of an interest in a large slate of film and television properties for in excess of \$500 million.

Best Career Moment: Every time a new fun client or transaction comes in the door.

Worst: Represented a client in the purchase of a local business. The seller and his counsel convinced my client that minimal customary buyer protec-

tions were necessary. Ultimately, the client purchased the business and realized that the business was much less healthy than had been portrayed.

Highlight of Past Year: Represented a couple in the sale of a business that they built. It sold for more than they expected and allowed them to retire comfortably.

The Secret to Closing a Deal: In the current economy, closing deals has been much more difficult. It is essential to identify with your client key business and legal elements at the onset, understand which elements are game-breakers, and set reasonable expectations for negotiation and resolution.

If I Weren't an Attorney: I would love to be a high school football coach. I grew up in a football family and played college football.

My Colleagues Don't Know: I've broken 13 bones from numerous sports-related accidents.



HENRY M. FIELDS

FIRM: Morrison & Foerster LLP**LAW SCHOOL:** Yale Law School**SELECTED CLIENTS:** AmericanWest Bancorp, Union Bank, Center Financial Corp., Chinatrust Commercial Bank, Bank SinoPac, One PacificCoast Bank, ING Bank, Not Your

Daughter's Jeans, Velvet Inc.
YEARS IN PRACTICE: 39

Biggest Deal: ING sale to Capital One.

Most Difficult Deal: Represented Cheap Tickets in its sale to Cendant. The purchase agreement was signed in August 2001, and then closed after Sept. 11. Despite the obvious adverse effect of 9/11 on the aviation industry, including Cheap Tickets, the definition of "material adverse change" in the documentation did not trigger an "out" for the purchaser.

Best Career Moment: Conceiving and structuring the recapitalization and sale of AmericanWest Bank in 2010 in a sale by its bankrupt parent; this transaction prevented the bank's failure.

Highlight of Past Year: AmericanWest Bank sale and recapitalization.

The Secret to Closing a Deal: Ability to identify and weigh risks realistically so as to facilitate creative solutions to impasses.

If I Weren't an Attorney: I would be teaching English/French literature.

S. ELIZABETH FOSTER

FIRM: SNR Denton US LLP**LAW SCHOOL:** UCLA**SELECTED CLIENTS:** Nefsis Corp., RDH Chemical Co., Shilo Design, Socius Capital Group, WiredRed Corp.
YEARS IN PRACTICE: 15

Biggest Deal: Represented a private-equity investor in \$1 billion divestment of one portfolio company. Also represented Chase Manhattan Bank in a global private placement of \$1 billion in euro-denominated notes.

Most Difficult Deal: The \$1 billion divestment deal. It took



FOSTER

nearly a year to complete, was structured as three separate sale transactions with three different buyers, involved public as well as private selling shareholders, and finally closed Dec. 30, 1999. By then, everyone on the deal team was really ready to leave work and celebrate the new millennium.

Best Career Moment: Closing a \$100 million IPO on the Swiss stock exchange for my client Leica Geosystems, at that time the largest ever IPO for Switzerland.

Worst: Any time my client and I work really hard to push a deal to closing and it doesn't go through despite our best intentions and hard work.

The Secret to Closing a Deal: Stay focused on your client's business and economic objectives.

If I Weren't an Attorney: I would probably be an investment banker because I love doing deals.

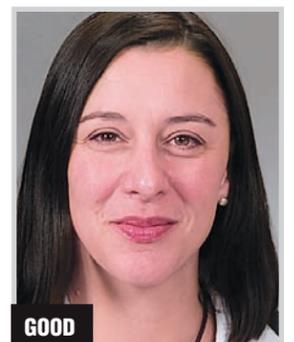
My Colleagues Don't Know: I have traveled to over 40 countries. My favorites are Thailand and France.

SAMANTHA GOOD, 39

FIRM: Kirkland & Ellis LLP**LAW SCHOOL:** University of California, Hastings College of the Law**SELECTED CLIENTS:** Golden Gate

Capital, Oaktree Capital, Gryphon Partners, Huntsman Gay
YEARS IN PRACTICE: 14

Most Difficult Deal: The lawyer and business person on the other side were belligerent to use the kindest adjective. At one stage of the negotiation, after about three straight days of work without sleep, the business person on the other side pointed his finger in my face, mouth frothing with saliva and shouted, "You don't know what it's like to be in the trenches!" I



GOOD

just stood up walked out and slammed the door. So many teachable moments come out of that interaction: (a) partners should stand up for their associates so that counterparties don't stick fingers in their associates' faces, (b) how to hold your cool, and (c) find a client that doesn't tolerate those kinds of negotiations.

Worst Career Moment: When I was a midlevel associate, I was thrown into the middle of a deal and sent to New York to get it closed. I worked for several days and nights at a New York law firm's office to handle this matter. I developed a pretty friendly relationship with folks. By the end, we were totally exhausted and my part



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TOM HOPKINS, 47

FIRM: Sheppard Mullin Richter & Hampton LLP
LAW SCHOOL: USC
CLIENTS: RealD, LegalZoom.com, Adconion Media Group, La Brea Bakery, CSR, OpenTable, Fidelity National Financial

TOM Hopkins has focused his corporate practice on up-and-coming media and technology companies in Los Angeles and the Bay Area.

"I enjoy getting to work closely with senior management, which is more common at smaller, fast-growth companies," he said.

Last year, Hopkins, who co-leads the corporate and securities practice at Sheppard Mullin, represented Beverly Hills 3-D tech company RealD for the company's public offering.

His role was to expedite the company's Securities and Exchange Commission filings, which allowed RealD to go public during last summer's blockbuster movie season. As a result, the company was able to capitalize on high growth projections for 3-D cinema at the time and raised \$230 million.

"My job is to get our clients through the process with the SEC and out on the road," he said. "There are hiccups that can really impact or derail the process."

For evidence, he points to **Groupon** in Palo Alto. The company has delayed its public offering, in part, because of legal issues.

Hopkins' other fast-growth clients include **LegalZoom.com** in Glendale and **OpenTable** in San Francisco. He also advised Jamdat Mobile when it went public in 2004. (The company was

later acquired by Redwood City's **Electronic Arts**.)

But Hopkins, a Philadelphia native, decided to move to Los Angeles after graduating with an undergraduate degree from American University in Washington, D.C.

He spent four years in TV production, public relations, drove a Super Shuttle van and even had a bit role on TV show "Moonlighting."

When it was time to get serious, friends and family members told him he was a good arguer, so he enrolled at the USC Gould School of Law. That was the early '90s.

Now he makes his home in Santa Barbara with his wife, Sandy, and two young sons, Sean and Grant. When he's not commuting to Los Angeles to meet with clients, Hopkins enjoys taking his kids for ski trips to Mammoth Mountain.

—Jonathan Polakoff



RINGO H.W. CHIU/LABJ

Tech Talk: Tom Hopkins, at the Shade Hotel in Manhattan Beach, during a visit to L.A.

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was complete. I left to go to sleep in the hotel. At about 4 a.m., my phone rang and it was the partner from the New York law firm shouting that the deal had been derailed and I needed to return to the office to handle key legal opinion issues that were my responsibility. I totally freaked out. Then I heard laughter in the background and glasses clinking. The deal had closed. I suppose it is funny now. At the time it really wasn't.

If I Weren't an Attorney: I would hike the Pacific Crest Trail, write children's stories, own my own bakery/spin studio, negotiate deals for the Nature Conservancy ... so many possibilities.

My Colleagues Don't Know: My passion is storytelling. I have been creating and telling my son stories since he was born. I tell my 4½-year-old son, Jack, a story almost every day. We have built a whole collection of characters and storylines, some have pirates or aliens and others are just about ordinary kids finding magic in the world.



CHELSEA A. GRAYSON, 39

FIRM: Jones Day
LAW SCHOOL: Loyola Law

School, Los Angeles
SELECTED CLIENTS: Universal Electronics Inc., LivHome Inc., Emergency Communications Network, Infrastructure Holdings Corp., ABM/AMPCO, American Greetings, XEMC New Energy
YEARS IN PRACTICE: 13

Biggest Deal: I represented Deutsch Group in its sale to Wendel Investissement, a French private-equity firm. Deutsch had facilities in Los Angeles; New York; London; Paris; Tokyo; Milan, Italy; Israel; and India — I had to coordinate the Jones Day deal teams we'd set up on the ground in each of those places, and make sure we were all perfectly coordinated with our client's investment bankers, Houlihan Lokey, as well.

Most Difficult Deal: There's no such thing as a difficult deal — only bad opposing counsel.

Best Career Moment: Being asked by Mr. Steve Brogan, Jones Day's managing partner, to join the partnership.

Worst: Before the closing of the Deutsch-Wendel deal, my eyes started to reject my contact lenses. I decided to give my eyes a break on the morning of the closing by leaving the lenses out until the minute I needed to leave my hotel for the closing site. Room service brought my breakfast, a fruit salad, and because I couldn't see, I did not notice the stray shard of glass that had somehow made its way into the bowl, which then made it on to my first forkful and then into my gums on my first bite. Mouth injuries bleed a lot, and the room was almost entirely white, so pretty soon it looked like I'd murdered someone in there. I downed a bunch of Advil, shoved my contact lens-

es back into my scratchy, sleep-deprived eyes, shoved a bunch of tissue in my mouth, loaded up my documents and grabbed a taxi to the closing.

The Secret to Closing a Deal: Take your ego off the table and stop fighting lawyer battles your client does not give a darn about, and always conduct yourself honorably. In this way, you will find yourself addressing and resolving the really important issues earlier in your deals and you will avoid antagonizing your opposing counsel — both of which smooth the path towards the closing.

If I Weren't an Attorney: I'd be an actor and a writer.

My Colleagues Don't Know: Because I am a single mother, the only reasons I am able to be remotely successful at my job are my parents. It definitely takes a village.



MARK S. GREENFIELD, 61

FIRM: Blank Rome LLP
LAW SCHOOL: UC Berkeley, Boalt Hall School of Law
SELECTED CLIENTS: Ample Resources Inc., Crudecorp Inc., AmerCable Inc., Collective
YEARS IN PRACTICE: 36

Most Difficult Deal: Represented Duncan Enterprises in

an acquisition of a company that had a complementary product line. The target company filed for bankruptcy to avoid acquisition. Duncan aligned with creditors and was able to buy the company out of bankruptcy in a very complex series of alliances, litigated hearings and deal structure.

Best Career Moment: Early in my legal career, I founded and grew an oil and gas exploration and production company while a partner at a former law firm. I was lucky to have had the opportunity to develop a dual legal and entrepreneurial career. I have had a 25-year history of being chief executive of three different companies and a member of boards of several others.

Worst: I found myself selling an oil and gas company and re-entering the practice of law at a time when I was faced with challenging personal, family-related issues and the need to juggle custodial responsibilities of my then 7-year-old daughter. While it was a trying time, I was rewarded both professionally and personally.

The Secret to Closing a Deal: Know the other side's interests. That will provide your client the selling power to help the other side achieve its goals while at the same time crafting the best deal for your client.

If I Weren't an Attorney: I would be chief executive of a company yet one more time.

My Colleagues Don't Know: I am an aficionado of Broadway musicals.

DAVID M. GRINBERG, 40

FIRM: Manatt Phelps & Phillips LLP
LAW SCHOOL: Emory University School of Law



GRINBERG

SELECTED CLIENTS: Moelis Capital Partners, Wedbush Capital Partners, Sucampo Pharmaceuticals Inc., Houlihan Lokey, Ridgeline Energy, FdG Associates, Concord Music Group, MEG Toys, Playlist, First Financial Bancorp
YEARS IN PRACTICE: 12

Biggest Deal: Represented NorthWestern Corp. in \$2.2 billion cash acquisition by Babcock & Brown Infrastructure Ltd.

Most Difficult Deal: Three-party transaction among a private-equity firm, a financial institution and a mortgage banker. Negotiating a deal with three parties, each of whom has distinct reasons to enter into the transaction and each of whom assigns a varying level of importance to the deal issues, posed a challenging dynamic that required a high level of creativity and problem-solving, and a significant amount of patience.

Best Career Moment: Becoming a partner at Manatt because it demonstrated to me that my colleagues believed in my substantive skills as a lawyer, as well as my current and future ability to generate business and be a meaningful contributor to the firm.

Worst: Representing Image Entertainment in two sale

processes that failed to close.
Highlight of Past Year: My 7-year-old daughter, Ily, taking first place in the 25-meter freestyle in her first swimming meet.

My Colleagues Don't Know: My colleagues know most everything about me, including that I am a fan of musicals and 'N Sync, and that my dog is named Steeler after the famed football team from Pittsburgh.



JOHN F. HARTIGAN

FIRM: Morgan Lewis & Bockius LLP

LAW SCHOOL: Georgetown University Law Center
SELECTED CLIENTS: Apollo Global Management, Jefferies Group, University of Phoenix, BISA, Nature's Sunshine Products
YEARS IN PRACTICE: 35

Biggest Deal: The most interesting was being appointed an independent reviewer of Drexel Burnham in connection with its settlements with the Securities and Exchange Commission and Department of Justice.

Most Difficult Deal: The acquisition of the junk bond portfolio of Executive Life, which involved multiple bids and numerous court challenges, and was especially difficult since I don't speak French.

Best Career Moment: Suc-

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cessfully negotiating a deal with the formidable Edward Bennett Williams when I was fresh out of law school.

Worst: Unexpectedly having to renegotiate a difficult deal in the middle of a family vacation from a pay telephone on the docks of a Turkish port city in the minutes before our cruise ship was due to depart. Fortunately, the negotiations were successful, the deal closed and I made it back to the ship before it sailed.

If I Weren't an Attorney: I'd be an author of suspense novels or private-equity fund manager.

My Colleagues Don't Know: For many years I paid homage to my Irish ancestors by hosting an annual St. Patrick's Day bash for my SEC cronies at the Dubliner in Washington, D.C.



SANFORD J. HILLSBERG, 63

FIRM: TroyGould PC

LAW SCHOOL: Harvard Law School

SELECTED CLIENTS: CytRx Corp., ImmunoCellular Therapeutics Ltd., RXi Pharmaceuticals Corp.

Biggest Case: Representing Mead Corp. in contesting a \$1 billion-plus hostile takeover bid by Occidental Petroleum.

Best Career Moment: Organizing and later representing Medco Research Inc., which successfully developed major cardiovascular drugs, became a New York Stock Exchange-listed company and was sold in a major transaction to King Pharmaceuticals.

Worst Career Moment: Watching the 1986 Tax Reform Act abruptly end my then-principal practice of real estate syndication law.

Highlight of Past Year: Representing ImmunoCellular Therapeutics in intellectual property, equity financing and agreements with 25 medical centers in preparation for a trial of its brain tumor vaccine that is now under way.

The Secret to Closing a Deal: Understanding and addressing the spoken and unspoken objectives of the parties on the other side.

If I Weren't an Attorney: I would like to run a pharmaceutical company developing new medicines for major illnesses.

My Colleagues Don't Know: About my keen interest in the aerospace field and manned space flight.



ROBERT L. KAHAN, 66

FIRM: Eisner Kahan & Gorry

LAW SCHOOL: UCLA

SELECTED CLIENTS: California Pizza Kitchen founders Larry Flax and Richard Rosenfield, Tony Hawk, Alan Hamel, Suzanne Somers, VMG Partners, Ascent Capital Group Inc.

YEARS IN PRACTICE: 41

Biggest Deal: Sale of California Pizza Kitchen to PepsiCo.

Best Career Moment: Formation of Stein & Kahan in 1975.

Worst: A long and involved negotiation for the sale of a client ultimately fell apart on account of the sudden loss of value of its underlying assets on account of the economic downturn in 2006-07.

The Secret to Closing a Deal: I believe an effective deal lawyer handles challenging issues by recognizing the legitimacy of the other side's position even if you disagree with it, rather than just dismissing it offhand – which often happens. But most important, I believe the secret to closing a deal is to understand what is driving the underlying deal in the first place.

If I Weren't an Attorney: Sports announcer.

My Colleagues Don't Know: I ran in the Olympic torch relay in 1984 in Los Angeles. There were thousands of people on my route waving American flags – what a great patriotic feeling!



STEPHEN H. KAY, 50

FIRM: Hogan Lovells US LLP

LAW SCHOOL: Boston University School of Law

SELECTED CLIENTS: News Corp., Fox Cable Networks, Dolby, Encore Capital Group

YEARS IN PRACTICE: 24

Biggest Deal: Sale of Gemstar-TV Guide to Macrovision Corp. for \$2.8 billion.

Most Difficult Deal: Gemstar-TV Guide-Macrovision,

because my role and responsibilities encompassed managing the sale process, leading the deal negotiations and overseeing the documentation, coordinating public disclosure, advising our board on corporate governance matters, and attending to transitional arrangements for fellow employees and executives.

Best Career Moment: When I had officially worked myself out of a job upon the closing of the Gemstar-TV Guide-Macrovision merger. It was a bitter-sweet moment, but it was a great feeling to know how much my team and I had accomplished for the company and its shareholders.

Worst: After nearly a year of intensive efforts to negotiate and document a complicated multiparty, cross-border transaction, we were preparing to exchange signature pages when our client received a call from an investment banker to say that a new bidder had stolen the deal away with an 11th hour topping bid.

If I Weren't an Attorney: I'd take longer vacations to more remote places around the world.

My Colleagues Don't Know: That I can happily spend hours fine-tuning a digital photo album of my favorite shots from my most recent travels.



CHRISTOPHER J. KELLY, 40

FIRM: Loeb & Loeb LLP

LAW SCHOOL: Loyola Law School

SELECTED CLIENTS: Kidney Center Inc., Turtle Mountain LLC, Collectors Universe Inc., American Precious Metals Exchange Inc., Rals-MM LLC

YEARS IN PRACTICE: 12

Biggest Deal: I'm in the middle of it right now. It's just too soon to share. Next biggest was representing Pelican Products Inc., a manufacturer of advanced lighting systems and protective cases for professional flashlights, in its \$200 million sale to Behrman Capital.

Most Difficult Deal: Representing Rals-MM LLC (formerly Marilyn Monroe LLC) in the sale of substantially all of its assets, including the name, likeness and image of Marilyn Monroe, to a joint venture controlled by Authentic Brands Group. The deal had to close



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SPECIAL REPORT WHO'S WHO IN L.A. LAW

BRIAN J. MCCARTHY, 57**FIRM:** Skadden Arps Slate Meagher & Flom LLP**LAW SCHOOL:** Fordham University School of Law, 1978**CLIENTS:** Activision Blizzard Inc., Advanced Medical Optics Inc., CoreLogic Inc., Freedom Communications Inc., Nationwide Health Properties, Quiksilver Inc., Walt Disney Co., Westwood One

WHEN Nationwide Health Properties was ready to prepare a multibillion-dollar deal, the Newport Beach real estate investment trust called Brian McCarthy.

McCarthy, 57, led a team of lawyers in advising Nationwide Health in its \$7.4 billion acquisition by Ventas. The deal, announced in February, created one of the largest U.S. health care REITs.

"It's one of the top 10 deals," McCarthy said. "I've done many billion-dollar-plus deals. Once they get north of a billion, they are large."

McCarthy advised Nationwide Health's board on its responsibilities, including share-

holder obligations after receiving the acquisition proposal from Ventas.

The biggest challenge was making sure the deal closed on time.

"Trying to get the company in and out of the Securities and Exchange Commission and getting pro forma financials prepared the right way and timing was important," McCarthy said. "Keeping everybody moving along as quickly as possible was the big challenge."

He also represented Westwood One, a New York radio operator controlled by Westwood private-equity firm Gores Group, in its merger with Dial Global, a New York radio syndication and advertising network managed by downtown L.A. investment management firm Oaktree Capital Management.

Born and raised in New York, McCarthy comes from a long line of lawyers. But his grandfather and father weren't dealmakers, they were litigators.

"I was always interested in deals," McCarthy said. "When I was in law school, I would read the Wall Street Journal and say, 'How did they do that?'"

After graduating from Fordham University School of Law in 1978, McCarthy joined the New York office of Skadden Arps Slate Meagher & Flom. He moved to Los Angeles in 1983 to help the firm open its downtown L.A. office. (He has spent his entire legal career at Skadden, except for a two-year stint working in-house for a client).

A self-described newspaper and magazine junkie, McCarthy reads the Wall Street Journal, New York Times, Los Angeles Times, New York Post and Financial Times daily.

McCarthy's most difficult deal was with his local paper. He advised the Chandler family in the sale of Los Angeles Times publisher Times Mirror to Chicago media company Tribune.

McCarthy said the deal was challenging because it meant a significant change for an iconic L.A. company.

"It was a key company that had a high profile and was about to change hands," he said. "A little piece of historic Los Angeles was going to be traded away. There was certain sadness to it."

—Alexa Hyland

**Big Deals: Brian J. McCarthy.**

Continued from page 29

before the end of the year and the terms were changed in the final days of negotiations during the last week of December. I was pacing the floors and we literally closed at about 4 p.m. New York time on Thursday, Dec. 30.

Highlight of Past Year: Celebrating my 10th anniversary with my beautiful wife.

The Secret to Closing a Deal: Being practical and persistent.

If I Weren't an Attorney: I'd probably be working on Wall Street as a trader.

My Colleagues Don't Know: I have a Yorkshire terrier by the name of Gracie Kelly that I adore.

**MARK H. KIM, 39****FIRM:** Munger Tolles & Olson LLP**LAW SCHOOL:** Yale Law School**SELECTED CLIENTS:** Air Lease Corp., Berkshire Hathaway, Encompass Digital Media, Oaktree Capital Management, Phil Ruffin**YEARS IN PRACTICE:** 12

Biggest Deal: \$50 billion merger of Monsanto Co. and Pharmacia & Upjohn.

Most Difficult Deal: Initial \$2.8 billion capital raise and subsequent \$923 million initial public offering for Air Lease Corp., started from scratch.

Best Career Moment: Negotiating the \$775 million acquisition of the Treasure Island Hotel & Casino in less than a week.

Worst: Getting through the

second night of a double-all-nighter in Newmont Mining Corp.'s \$4.4 billion acquisition of Franco-Nevada Mining Corp. and Normandy Mining to create the world's largest gold producer.

Highlight of Past Year: Seeing Air Lease Corp. take off as a new company.

The Secret to Closing a Deal: Being practical, exercising patience, thinking creatively and finding common ground.

If I Weren't an Attorney: I'd be playing a lot more golf.

My Colleagues Don't Know: I'm a History Channel junkie.

**JOHN A. LACO, 46****FIRM:** O'Melveny & Myers LLP**LAW SCHOOL:** Loyola Law School**SELECTED CLIENTS:** Ontario Teachers Pension Plan Board, Mitsubishi Corp., Guess Inc., MacSteel Global B.V., Global Communication Semiconductors**YEARS IN PRACTICE:** 19

Biggest Deal: \$1.6 billion IPO for Santa Fe International Corp. At the time, it was one of the biggest IPOs in history.

Most Difficult Deal: Many years ago I worked on a prepackaged bankruptcy asset sale. Bankrupt companies are inherently more difficult to work with than healthy companies. Ultimately, the transaction did close, but with some very excruciating moments along the way.

Highlight of Past Year: Closing the \$600 million sale of the

U.S. operations of MacSteel Global B.V. We were brought into the transaction midstream with a mandate to close it within 30 days, with an untouched 10,000-document data room and all of the transaction agreements still to be negotiated.

The Secrets to Closing a Deal: Really understanding the business forces underlying the transaction: Why is each party at this place? And most important: having an open line of communication with opposing counsel that is based on mutual trust.

If I Weren't an Attorney: I would travel the globe, competing with (or working for) Rick Steves.

My Colleagues Don't Know: Every morning I give my high-energy Labrador retriever either a five-mile walk or a two-mile bike ride, just to bring her enthusiasm down to a normal range for the day. Also helps clear out my arteries!

**JONATHAN K. LAYNE, 58****FIRM:** Gibson Dunn & Crutcher LLP**LAW SCHOOL:** Emory University School of Law**SELECTED CLIENTS:** Aecom Technology Corp., Ameristar Casinos Inc., Centerview Partners LLC, Charter Communications Inc., CityCenter Holdings LLC, Dole Food Co. Inc., Goldman Sachs & Co., Herbalife Ltd., K-Swiss Inc., Lazard Freres & Co., Macquarie Securities (USA) Inc., Moelis & Co. Holdings LLC, Ryland Group Inc.**YEARS IN PRACTICE:** 32

Biggest Case: Representation of Goldman Sachs & Co. as adviser to Yahoo in defense of a \$44.6 billion hostile takeover attempt by Microsoft.

Most Difficult Deal: Counsel to a board committee of Hollywood Entertainment Corp., the second largest movie rental company, in connection with the company's eventual sale. The transaction, which lasted more than 15 months and involved selling Hollywood Entertainment three times, included a number of complexities including multiple transaction renegotiations, hostile offers, class-action lawsuits and more. The deal ended with a terrific result for Hollywood Entertainment shareholders. It was great fun.

Highlight of Past Year: Completing a three-year, \$2.2 billion transaction for Ameristar Casinos Inc. The transaction involved working closely with the company's independent disinterested directors in structuring and executing the redemption of a large block of shares from the estate of the company's founder and the refinancing of the company's entire balance sheet.

The Secret to Closing a Deal: Constantly staying on top of transaction details on a real-time basis and remaining flexible where appropriate.

WARREN LOUI, 55**FIRM:** Winston & Strawn LLP**LAW SCHOOL:** Stanford Law School**SELECTED CLIENTS:** Nissan, Wells Fargo, Oaktree Capital Management, Aecom Technology Corp.**YEARS IN PRACTICE:** 30

Biggest Deal: My biggest deal was representing Bankers Trust Co. as administrative agent in providing a \$3.7 billion credit facility to finance the

Borg-Warner leveraged buy-out, which was the largest ever at the time.

Most Difficult Deal: My most difficult deal was representing a major film studio as a subordinated lender and in its distribution arrangements with another major studio – the transaction involved difficult, long drawn-out negotiations with multiple parties and spanned multiple time zones. There were also several unusual agreements that needed to be quickly drafted and negotiated right before closing.

If I Weren't an Attorney: I would probably be trying to run my own winery and helping with my son's startup company.

**LOUI**

My Colleagues Don't Know: I memorized pi to 365 places in high school and recited 100 places on stage at the Westwood Playhouse at a performance of "The Real Live Brady Bunch." I am also one of the investors in the Los Angeles Sparks. My college roommate was one of the founders of the MIT blackjack team, profiled in the book "Bringing Down the House" and the movie "21." I've learned some of the techniques and accompanied him on some of his forays. As a result, I've been kicked out of two casinos and permanently banned from one.

STUART OGG, 42**FIRM:** Jones Day**LAW SCHOOL:** Boston University School of Law**OGG**

SELECTED CLIENTS: Thomas Properties Group Inc., Fluor Corp., MagnaChip Semiconductor Corp., Dendreon Corp., Alon Brands Inc., Ramtron International Corp.

YEARS IN PRACTICE: 17

Biggest Deal: When I was practicing in Texas, we were bankruptcy counsel to Enron Corp., and I led one of the corporate teams in the bankruptcy auction and sale of the wholesale trading business to UBS. At the time, no one had ever really successfully sold a trading platform on that scale as a business unit and the bankruptcy process made it even more difficult. We had Wall Street Journal reporters being tipped off to our location by hotel staff and others. Our movements between Houston and New York were being chronicled in surprising detail in the next morning's edition.

Best Career Moment: I would say that one of the most satisfying and enjoyable transactions I ever did was the acquisition of the Texas Rangers baseball franchise by Tom Hicks from the group led by future President George W. Bush, primarily because I'm a huge baseball fan, so it was exciting to deal with Major League Baseball and see the inner workings of a professional sports team.

Worst: We filed the Enron bankruptcy over a weekend, and on Monday morning after not having slept much in three days, I got in the elevator at the down-

SPECIAL REPORT WHO'S WHO IN L.A. LAW

MONICA J. SHILLING, 41**FIRM:** Proskauer Rose LLP**LAW SCHOOL:** Georgetown University Law Center**CLIENTS:** Ares Capital Corp., Ares Management LLC, Bank of America, Gores Group LLC, Lucky Brands Jeans co-founders Gene Montesano and Barry Perlman, Sony Pictures Entertainment Inc.

MONICA Shilling vaulted into the top echelons of L.A.'s transactional lawyers with a \$909 million deal last year that owed its success in part to a massive blizzard.

Shilling was representing Atlanta private-equity giant **Ares Capital Corp.** in its bid to acquire Washington, D.C.-based **Allied Capital Corp.** It was a particularly tough deal because the two companies had completely different management systems that had to be meshed. Meanwhile, another private-equity firm had entered the fray, hoping to acquire Allied Capital, putting pressure on Shilling and her team to get the deal done. Then a snowstorm paralyzed much of the East Coast. But

Shilling didn't let that stop her. She reached key federal regulators at home and managed to wrap up her biggest deal to date.

She decided to pursue law despite an unusual temptation: While doing her junior year abroad, she came close to dropping out to join a touring French acting troupe. But she decided against it.

"I felt I would be letting down my family," she said, "because I had opportunities in front of me that I felt they didn't have."

Shilling first wanted to be a litigator, but grew impatient with the relatively slow pace of corporate law trials and opted for transactions instead.

"I don't like to waste my time and transaction law tends to go pretty quick because there's a deadline to get a deal done," she said.

Shilling is single and likes to travel. On one recent trip to London, she happened upon a jewelry auction at Sotheby's International and bought a bracelet. When she returned, wearing the bracelet, one of her colleagues called her an "international woman of mystery," which suits her fine.

"I have friends all over the world," she said.

—Howard Fine



RINGO H.W. CHIU/LABJ

World Traveler: Monica J. Shilling at her office in Century City.

town Houston Enron tower, going down from the top executive floors where we had been working. They had just gone floor to floor and terminated probably half the employees in the building and I watched hundreds of people flood onto the streets and courtyard below who had just lost their once highly sought-after jobs. I'll never forget that scene.

Secret to Closing a Deal: My view is to do everything I can to keep egos out of the way of completing an otherwise compatible transaction.

If I Weren't an Attorney: I'd like to fly small-plane sightseeing tours to Catalina Island.

My Colleagues Don't Know: I'm still a huge Dallas Mavericks and Texas Rangers fan from all my years living in Texas. I try to avoid our suite at the Staples Center when the Lakers play the Mavericks so I don't have to bite my tongue — this was finally a very good year.

**LISA GREER QUATEMAN, 57****FIRM:** Polsinelli Shughart LLP
LAW SCHOOL: UCLA School of Law**SELECTED CLIENTS:** Numerous privately held middle-market companies, financial institutions, investor-owned utilities and government entities
YEARS IN PRACTICE: 33**Biggest Deal:** My largest transaction by size was the state of Cali-

fornia's Economic Recovery Bonds — the voters had approved up to \$15 billion in bonds in 2008 to refinance the state deficit.

Best Career Moments: Recent best moments have included joining Polsinelli Shughart with my entire Quateman LLP team, to open and manage the firm's L.A. office, resuming work for a fantastic corporate client that outgrew us some years ago and landing a wonderful pension fund client that I have been courting for over a decade.

Worst: So far nothing has topped my blunder as an associate during my first year of practice in New York when a document I worked on was sent to the recorder and contained an error. It taught me the value of proofreading and today people tease me about my proofreading skills. Along the way since then, there have been a few less fun instances — of gender discrimination, for example.

The Secret to Closing a Deal: I have found that it is crucial to maintain a calm, warm demeanor, and to make an effort to understand the other person's needs. One also has to be willing to work very hard and very long hours when necessary.

My Colleagues Don't Know: I have done a lot of solo travel, through Europe, and to parts of West Africa and Senegal. I think those trips fostered courage to take other risks in life and business.

DAVID K. ROBBINS, 54**FIRM:** Bingham McCutchen LLP
LAW SCHOOL: New York University, LLM Tax; University of Miami, (J.D.)**SELECTED CLIENTS:** Honeywell International, Celanese Corp., Shamrock Holdings Inc., Yucaipa Investment Funds, Mitsui
YEARS IN PRACTICE: 29**Biggest Deal:** Representation of APP Pharmaceuticals' board committee in the nearly \$4 billion**ROBBINS**

sale of APP to Fresenius SE.
Most Difficult Deal: Representing Roy E. Disney in the successful withhold-the-vote campaign against Michael Eisner and selected members of the board of Walt Disney Co. Walt Disney Co. threw everything it could at us from beginning to end.

The Secret to Closing a Deal: Understanding and effectively dealing with the issues and objectives motivating the other side while ensuring that your client remains focused on its business objectives.

If I Weren't an Attorney: I would likely be an environmentalist counting whales in Puget Sound.

My Colleagues Don't Know: I am an avid cyclist who enjoys 100-mile bike rides through the Santa Monica Mountains on the weekend.

**GARY B. ROSENBAUM, 49****FIRM:** McDermott Will & Emery LLP
LAW SCHOOL: UCLA Law School**SELECTED CLIENTS:** GE Capital, US Bank, TriplePoint Capital
YEARS IN PRACTICE: 24

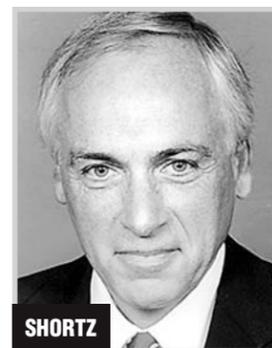
Most Memorable Deal: The \$425 million syndicated financing agent by GE Capital in 1993 of a pharmaceutical distributor that was on the verge of bankruptcy was a landmark deal in my career that was replete with cross-country red-eye airplane trips to negotiate loan agreements with the borrower and its counsel, a week-long closing in New York and a great closing dinner at the Rainbow Room on the 65th floor of the GE Building at Rockefeller Center in New York.

Most Difficult Deal: Leading our firm's representation of Securus Technologies, one of the largest independent providers of inmate telecommunications services to correctional facilities, in connection with its 2010 debt restructuring.

The Secret to Closing a Deal: Understanding your client and its business and knowing the points that your client needs to have as opposed to the items that it views as being nice to have and being able to prioritize those critical points.

If I Weren't an Attorney: I would be a high school or Division III college basketball coach.

My Colleagues Don't Know: I am obsessed about being organized and am constantly checking and double-checking to-do lists, which drives my family crazy at home but keeps me sane at the office.

RICHARD A. SHORTZ, 66**FIRM:** Morgan Lewis & Bockius LLP
LAW SCHOOL: Harvard Law School**SELECTED CLIENTS:** Edison International, Black Hills Corp., Contango Oil & Gas Corp., Mitsubishi Corp., Shaw Construction, Alta Resources, Synergy Renewables, Southwest Gener-**SHORTZ**

ation, Carson Cogeneration, J-Power Development
YEARS IN PRACTICE: 41

Biggest Deal: The development of 10,000 megawatts of coal-fired plants in Texas for TXU Corp. with a cost of approximately \$15 billion.

Most Difficult Deal: The purchase of the 2,000 megawatt Homer City Generation Facility near Pittsburgh for approximately \$2 billion for Edison International. This transaction was accomplished immediately after the electric power industry was deregulated in Pennsylvania and New York state, and required approval of the public utility commissions in Pennsylvania, New York state and New Jersey as well as the Federal Energy Regulatory Commission in Washington, D.C. The purchase took well over a year to complete.

Best Career Moment: Completing the purchase of all the West Coast assets of Phillips Petroleum Co., including a refinery in San Francisco, eight oil terminals and over 1,000 service stations as the general counsel of Tosco Corp., which was then headquartered in Los Angeles.

Worst: Helping my client transfer seven prestigious golf course communities to its lender after the 2008 financial crisis in lieu of repayment of \$1 billion of loans.

Highlight of Past Year: Closing a \$1 billion fund for Alta Resources, which is based in Houston and invests in shale

gas production in the Marcellus and Fayetteville gas plays in Pennsylvania and Arkansas.

If I Weren't an Attorney: I would likely be running an energy business in Houston.

My Colleagues Don't Know: I love theoretical astrophysics, so I spend weekends reading about black holes, string theories and multiverses.

**PAULINE M. STEVENS, 64****FIRM:** Allen Matkins Leck Gamble Mallory & Natsis LLP
LAW SCHOOL: University of Pennsylvania Law School
SELECTED CLIENTS: Various international, national and regional banks
YEARS IN PRACTICE: 38

Most Difficult Deal: The most difficult transaction on which I have ever worked was one that did not close. In order to make a bid for an acquisition, the borrower required financing by noon. A conference call with the parties lasted through the night before the deadline and ended at noon without a deal. Despite the pressure to close, the parties had the integrity not to compromise their core requirements. I would not want to repeat that experience, but it taught me to be patient and that sometimes it is OK not to close a deal.

Best Career Moments: When I can help clients achieve their



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MARY ANN TODD, 43**FIRM:** Munger Tolles & Olson LLP**LAW SCHOOL:** Yale**CLIENTS:** Berkshire Hathaway Inc., Universal Music Group, 99 Cents Only Stores

WHEN Berkshire Hathaway is one of your major clients, you have to be ready to turn around billion-dollar deals at the drop of Warren Buffett's hat. Such was the case for Mary Ann Todd one week in March, when she got the call that the investment company wanted to acquire Lubrizol Corp., a Wickliffe, Ohio, maker of specialty chemicals.

As with a lot of Berkshire deals, it was a mad sprint to the finish line, with Todd participating in negotiations early in the week, and then working through the weekend to help wrap up the \$9.7 billion deal by Sunday.

But that wasn't all. On Thursday of that same week, another client, **99 Cents Only Stores**, received a buyout offer from L.A. private-equity firm **Leonard Green & Partners LP**. (That proposal has run into share-

holder opposition and still hasn't closed.)

"I didn't get much sleep that week, but it comes with the job," she said with a laugh. "It's true that when it rains, it pours."

Todd's firm, Munger Tolles & Olson LLP, was founded by **Berkshire Hathaway** Vice Chairman Charlie Munger, so she has worked on many deals for the company over the years, including its massive \$34 billion acquisition of **Burlington Northern Santa Fe Railway Co.** in 2009 and, this August, the dramatic \$5 billion investment into a teetering Bank of America. The turnaround on that latter deal was less than 24 hours.

"That was something that Mr. Buffett has said he arrived at that morning," she said. "The quick turnaround is definitely a part of what comes with working with them."

Other clients include **Universal Music Group** and **Warner Music Group**.

Today, she lives in Santa Monica, and spends much of her free time with a young daughter – her older daughter attends college in New York – and practicing yoga.

– Alfred Lee



Not Much Sleep: Mary Ann Todd at her downtown office.

RINGO H.W. CHIU/LABJ

PAUL TOSETTI, 56**FIRM:** Latham & Watkins LLP**LAW SCHOOL:** Harvard**CLIENTS:** Allergan, Beckman Coulter, Oracle.

REMEMBER Ted Turner's acquisition of **MGM** for \$1.5 billion in 1986? How about the \$25 billion buyout of **RJR/Nabisco** by **Kohlberg Kravis Roberts** in 1988? Or **Oracle's** purchase of **BEA Systems** for \$8.5 billion in 2008?

You heard about them in the news. Paul Tosetti lived them.

Tosetti is a partner in the L.A. office of Latham & Watkins and served 10 years as chairman of the firm's mergers and acquisitions group. In the 1980s, the firm handled much of the local legal work for **Drexel Burnham Lambert**. Although a young attorney at that time, Tosetti recalls working every week on headline-making deals.

"I worked as an associate on a number of transactions that had a lot of zeroes in the transaction value," he said.

The turning point of his career came in 1990 when **Drexel Burnham** declared bankruptcy. But in an ironic twist, the demise of the compa-

ny gave him a wider client base for the future.

"I followed the bankers with whom we'd worked at Drexel to their new homes at **Apollo, Ares, Bear Stearns, Canyon, Goldman Sachs, Leonard Green, Jefferies** and other platforms," he said. "I've never forgotten that lemonade-out-of-lemons time in my career."

This summer he helped with the sale of **California Pizza Kitchen** to private-equity firm **Golden Gate Capital** for \$470 million. A month later, he was involved in the sale of medical equipment manufacturer **Beckman Coulter** to **Danaher Corp.** for \$6.8 billion.

In 1994 he represented the American committee that organized soccer's World Cup, the first time the event was hosted in the United States. He later helped organize Major League Soccer.

The son of a jazz pianist, Tosetti worked in high school and college as a keyboard player for rock bands, or playing solo for private parties, bar mitzvahs and wedding receptions.

Tosetti still plays a half-hour or so every week to keep his fingers nimble – and as a hedge in case the M&A market ever dries up.

"If the day job doesn't work out, I'll dust off the Cole Porter songbooks," he said.

– Joel Russell



Piano Man: Paul Tosetti, with soccer ball, at his downtown office.

RINGO H.W. CHIU/LABJ

Continued from page 31

goals while mitigating legal risk in novel ways.

Worst: My worst career moment was when globally replacing one word with another in a document resulting in turning the borrower's name into an expletive.

The Secret to Closing a Deal: Patience, organization and early attention to detail.

If I Weren't an Attorney: I would be a gym rat. I love to work out.

My Colleagues Don't Know: I have run 60 marathons and an ultramarathon.

W. ALEX VOXMAN, 44**FIRM:** Latham & Watkins LLP**LAW SCHOOL:** University of Pennsylvania Law School**SELECTED CLIENTS:** Demand Media, Huffington Post, Nestlé, MyLife.com, FreshDirect.com, Clariant

VOXMAN

YEARS IN PRACTICE: 17**Biggest Deals:** Demand Media's IPO, Huffington Post's acquisition by AOL and Myspace's acquisition by News Corp.**Most Difficult Deal:** A large M&A transaction that was negotiated from start to finish over a weekend.**Best Career Moments:** Probably the most rewarding moments are when deals get signed after several back-to-back all-nighters, as that usual-

ly means it's party time!

Worst: Pulling back-to-back all-nighters on a deal wondering if the end is in sight.

Highlight of Past Year: Representing Demand Media in its IPO, Huffington Post in its sale to AOL, Nestlé Waters in its acquisition of Sweet Leaf Tea, and Clariant in its sale to GE.

The Secret to Closing a Deal: Lock everyone in a room and don't let them leave until it's done!

If I Weren't an Attorney: I'd spend a lot more time trying to learn how to play golf.

My Colleagues Don't Know: I used to scoop ice cream at Friendly's ice cream. And I still sneak out to see '80s heavy metal band concerts whenever I can.

DON L. WEAVER**FIRM:** SNR Denton US LLP**LAW SCHOOL:** USC**SELECTED CLIENTS:** Bank of America, Key Bank, City

WEAVER

National Bank, Commercial Solar Power Inc.

YEARS IN PRACTICE: 20-plus years

Biggest Deals: Represented the agent and bank group in a \$1.2 billion financing for the construction of four utility scale gas-fired electric generation plants. Represented a rail-car company in a \$1.3 billion financing for the acquisition of rail cars funded by syndicated bank debt and commercial paper.

Most Difficult Deal: The financing of a floating oil production/storage facility in the North Sea. There were several difficult legal issues that arose regarding rights and interests in the facility that was in international waters.

Best Career Moment: Obtaining a tax ruling from the state that resulted in several million dollars of savings for the client.

Worst: After working for several months without a day off on a financing of a telecom facility in Asia, the sponsoring government was downgraded on the morning of the closing thereby eliminating the credit support needed for the deal. Without the credit support the transaction could not go forward.

Highlight of Past Year: The development and financing of solar renewable energy projects. This emerging new market involves a technology I believe will be beneficial to the economy and our environment.

The Secret to Closing a Deal: I try at the outset of a transaction to develop a relationship with the other side so that communications will continue even when difficult issues arise.

If I Weren't an Attorney: I would teach history.

My Colleagues Don't Know: I am an avid hiker. I hiked Mount Whitney three years in a row.

JOHN A. WEISSENBACH, 56**FIRM:** Kirkland & Ellis LLP**LAW SCHOOL:** Harvard**SELECTED CLIENTS:** Oaktree Capital Management (including the Global Principal Investments group and the GFI Energy Group), Shamrock Capital Partners, Lovell Minnick Partners, Brentwood Associates, Willis Stein & Partners**YEARS IN PRACTICE:** 23

Most Difficult Deal: A minority investment transaction in

SPECIAL REPORT WHO'S WHO IN L.A. LAW



WEISSENBACH

which the opposing party and counsel were inexperienced, inefficient, inconsistent and unreasonable.

Highlight of Past Year: My daughter running 2:02.04 in the 800-meter finals at the California State Track & Field Championships in June.

The Secret to Closing a Deal: There is no secret. It's about listening carefully and thinking creatively but practically.

If I Weren't an Attorney: I think I would have been an investor.

My Colleagues Don't Know: Collectively, they know most everything.

RICK WELCH, 59

FIRM: Bingham McCutchen
LAW SCHOOL: Stanford
SELECTED CLIENTS: Freeman Spogli & Co., Levine Leichtman Capital Partners, Riordan Lewis & Haden, Kayne Anderson Private Investors, Vintage



WELCH

Capital Group LLC, Del Monte Corp., Simmons Foods
YEARS IN PRACTICE: 32

Biggest Deal: Representation of the Special Committee of Guitar Center in Guitar Center's \$2.1 billion acquisition by Bain Capital.

Most Difficult Deal: Many years ago, my largest client wanted to do things that they should not have wanted to do and could not legally do. I didn't let them and I got fired over it. History later proved me right.

Best Career Moment: Having helped create a very fine firm called Riordan & McKinzie, with great lawyers and a great culture, and successfully combining it with Bingham McCutchen – a very fine firm in its own right.

Worst: When deals die for no apparent business or legal reason – it doesn't happen very often, but it does happen. It's an empty feeling.

Highlight of Past Year: Our work on a number of fronts, especially representing two clients in the Deepwater Horizon oil spill, has been outstanding.

If I Weren't an Attorney: I would be an architect.



MICHAEL WORONOFF, 51

FIRM: Proskauer
LAW SCHOOL: University of Michigan Law School
SELECTED CLIENTS: Ares Management, Credit Suisse, Jefferies, Gores Group, Promenade Trust, General Nutrition Centers, Stream Global Services
YEARS IN PRACTICE: 26

Biggest Deal: I was on the Proskauer team that advised one of the purchasers on the 2006 \$21 billion leveraged buyout of HCA (one of the largest LBOs ever). But often

smaller deals are the most fun to work on. For example, the sales of J Brand Jeans, and of the Elvis Presley and Frank Sinatra estates were fantastic deals.

Most Difficult Deal: It would be hard to pick. I love complex deals because they are the ones where I can add the most value.

The Secret to Closing a Deal: When you hit a roadblock, don't tell the client no, figure out an alternative path.

If I Weren't an Attorney: I'd be a gondolier or a rodeo clown, I can't decide.



DAVID YOUNG, 41

FIRM: DLA Piper LLP
LAW SCHOOL: USC
SELECTED CLIENTS: Associated Press, Avaak, AWR, Crosscut Ventures, Docstoc, Gehry Technologies, GraphEffect, GRP Partners, GumGum,

KidZui, Main Street Connect, r4 Vascular, Qualcomm, Vice, Zumbox
YEARS IN PRACTICE: 16

Biggest Deal: Represented Qualcomm in \$805 million acquisition of Flarion Technologies Inc.

Most Difficult Deal: The most difficult deals are when there is a cultural disconnect as far as expectations, deal structure or customary practice. Deals get done differently in Silicon Valley versus New York, in technology versus real estate or manufacturing, and in the United States versus Europe or Asia. Lawyers certainly need to know what is customary in doing a deal, but also why it is customary so that they know when and how to deviate from that standard playbook when needed or appropriate.

Best Career Moment: In 2000, I moved to Los Angeles to found the L.A. office for Silicon Valley-based Venture Law Group. It was an amazing opportunity so early in my career and provided the platform to doing something entrepreneurial, similar to my early stage clients. Since that time I've had a front-row seat to watch the continued development of the venture capital, technology and digital media community here in Los Angeles.

Worst: At the first client board

meeting I ever attended, as a very young associate, I poured steaming hot coffee into a wax-lined cup intended for water or soft drinks. I watched nervously as the wax melted and curled, floating in the coffee, but it got worse when the bottom fell out of the cup and the coffee instantly flooded the entire table and all papers, laptops, etc.

Highlight of Past Year: The successful acquisitions of my two most longstanding clients, AWR Corp. and SmartReply, by National Instruments and SoundBite, respectively. I had worked with both companies for more than 10 years. Working closely with early stage companies to build their businesses and successfully achieve their goals is very rewarding.

The Secret to Closing a Deal: Understanding the client's business and objectives is critical. Being able to identify all of the issues in an agreement should be the easy part – the key is the ability to prioritize those issues and focus on the ones that really matter. Every decision is a business decision, and lawyering for the sake of lawyering is what gives attorneys a bad name in certain circles.

If I Weren't an Attorney: I'd be at home with my family right now.

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