



Partner
Business Practice Group

Richmond

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Allen C. Goolsby

Practice focuses on corporate law, including corporate governance, mergers and acquisitions, and securities and finance.

Relevant Experience

- Representation of boards of directors and board committees in special situations.
- Experience with a variety of merger, acquisition and financing transactions involving publicly held corporations.
- Advising publicly held corporations regarding corporate governance.

Membership

- Member, American Bar Association, Committee on Corporate Laws
- Member, American Bar Association, Committee on Corporate Practice
- Director, Reco Industries
- Trustee, University of Virginia Law School Foundation
- Director, Westminster-Canterbury Foundation of Richmond
- Director and Past Chairman, The John Marshall Foundation
- Former Director, First Colony Corporation
- Former Director, Ethyl Corporation
- Former Director, Noland Company
- Fellow, American Bar Foundation
- Fellow, Virginia Bar Foundation
- Past President, University of Virginia Law School Alumni Council
- Former Member, Judicial Council of Virginia
- Advisor to Virginia Code Commission on Revision of Virginia Stock Corporation Act
- Past President, Virginia Bar Association
- Member, Richmond Bar Association
- Member, American Bar Association



Allen C. Goolsby
Partner
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- Member, Virginia State Bar
- Past President, The Country Club of Virginia

Publications

- Should We Be Promoting Short Slate Election Contests?, American Bar Association Section of Business Law, Spring 2009
- An Historical Perspective of the Current Balance of Power Between Shareholders and Boards of Directors, American Bar Association Section of Business Law, Spring 2008
- Rush to judgment, TheDeal.com, 06/03/03
- Defending the Dominion of Corporate Boards, *Virginia Lawyers Weekly*, 02/24/03
- Author, Virginia Corporation Law & Practice, *Prentice Hall Law & Business*
- Author, Goolsby on Virginia Corporations, *LexisNexis* (Second Edition 12/1/2005), 01/01/02

Awards and Professional Recognition

- Listed in *Best Lawyers in America* for Corporate, M&A, and Securities Law and in *Who's Who Legal - Corporate Governance*
- Named *Best Lawyers'* 2009 Richmond *Corporate Lawyer of the Year*
- Named *The International Who's Who of Corporate Governance Lawyers 2010* in *Who's Who Legal*
- Listed in Chambers USA, *America's Leading Lawyers for Business* (Corporate/M&A), 2010

Education

- LL.B., University of Virginia School of Law, 1968
- B.A., Yale University, *cum laude*, History, 1961



Associate
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Steven M. Haas

Practice focuses on mergers and acquisitions, corporate governance matters and corporate and securities laws. Prior to joining the firm, Mr. Haas practiced with a corporate law and litigation boutique in Wilmington, Delaware.

Relevant Experience

- Represented numerous companies, special committees and controlling shareholders in connection with various going-private and third-party change of control transactions involving strategic and financial buyers.
- Represented an auto-finance company in its \$3.5 billion all-cash sale to a leading automobile manufacturer.
- Represented the acquiror in a \$11.7 billion acquisition of a public consumer products company.
- Represented a target company board of directors in a merger involving a "go-shop" provision leading to a favorable reported decision in the Delaware Court of Chancery.
- Assisted in the representation of a NYSE-listed company in its \$1.25 billion stock-for-stock merger with a NASDAQ-listed company.
- Assisted in the representation of a NYSE-listed company in its successful defense to an unsolicited hostile tender offer and consent solicitation.
- Assisted in the representation of the former directors and officers of a insurance company leading to first-impression decisions in the Delaware Supreme Court and Delaware Court of Chancery rejecting the doctrine of "deepening insolvency" as a theory of director liability.
- Represented a private equity fund in a transaction dispute resulting in a landmark decision by the Delaware Court of Chancery in *ABRY Partners V, L.P. v. F&W Acquisition, LLC*, 891 A.2d 1032 (Del. Ch. 2006).
- Advised numerous companies and boards of directors with respect to a wide variety of corporate governance issues, including shareholder meeting disputes, demands for advancement and indemnification, and internal investigations.

Additional Experience

- Adjunct Professor of Law, University of Richmond School of Law (Mergers & Acquisitions)
- Chairman, ABA Corporate Governance Subcommittee on Current Developments and Emerging Issues



Steven M. Haas

Associate
Business Practice Group

Background

- Senior Associate, Abrams & Laster LLP, Wilmington, DE

Membership

- Member, Virginia State Bar and Delaware State Bar
- Member, American Bar Association, Business Law Section

Speeches

- Moderator, "Current Events in Stockholders Meetings and Proxy Solicitations," ABA Business Law Section (Summer Meeting), 2010
- Moderator, "Emerging Issues in Stockholder Rights Plans," ABA Business Law Section (Fall Meeting), 2009
- Speaker, "The Board's Recommendation in a Merger" - CLE, 2009
- Speaker, "Shareholder Activism and Corporate Governance" - CLE, 2009
- Speaker, "Material Adverse Effect Clauses in the News" - CLE, 2008
- Speaker, "Current Trends in Corporate Governance" - CLE, 2008

Publications

Mr. Haas is the author of "Stockholders' Rights" and "Legal Duties and Responsibilities of the Board of Directors" in the treatise *Corporate Governance: Law and Practice* (LexisNexis), and has authored over thirty articles on various matters of corporate law, including:

- Obiter Dictum: DE Supreme Court Reverses Record Holder Ruling, *Insights*, May 2010
- Record Holders, Vote Buying, and Bylaw Amendments, *Insights*, April 2010
- Limiting Change of Merger Recommendations to "Intervening Events," *M&A Lawyer*, Sept. 2009
- Preferring Preferred Stockholders in M&A Transactions, *Insights*, Sept. 2009
- Delaware Upholds Private Equity Deal Structures, *Deal Lawyers*, Mar.-Apr. 2009
- Delaware Supreme Court Establishes Clear Rules in *Gantler* Decision, *Insights*, Mar. 2009



Steven M. Haas

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- Business Due Diligence Strategies (*Aspatore Books*, Chapter 1), 2009
- "Reckless" Conduct Deemed "Gross Negligence" Instead of "Bad Faith" Under Delaware Law, *Insights*, Oct. 2008
- Contracting Around Fraud Under Delaware Law, 10 *Delaware Law Review* 49, 2008
- Broken Deals: Validation of Naked No-Vote Termination Fee, *Deal Lawyers*, Sept.-Oct. 2008
- Reactions and Overreactions to *Ryan v. Lyondell Chemical Co.*, *Insights*, Sept. 2008
- Relearning M&A Lessons: A Reprise of the 1980s, *Insights*, July 2008
- Dissident Stockholder Permitted to Circumvent an Advance Notice Bylaw, *Insights*, April 2008
- Judicial Scrutiny of Deal Protection Measures, *M&A Lawyer*, July-Aug. 2007
- New Guidelines for Private-Equity Auctions, *Insights*, May 2007
- Delaware Court Issues Two Significant Stock Options Decisions, *Insights*, April 2007
- An End to "Deepening Insolvency" as a Theory of Director Liability, *Insights*, Sept. 2006
- The Dilemma That Should Never Have Been: Minority Freeze Outs in Delaware, 60 *Business Lawyer* 25, 2005
- Toward a Controlling Shareholder Safe Harbor, 90 *Virginia Law Review* 2245, 2004

Awards and Professional Recognition

- *Virginia Super Lawyers* "Rising Star" for Mergers & Acquisitions: 2009, 2010

Education

- J.D., University of Virginia School of Law, Notes Editor, *Virginia Law Review*
- B.A., Hampden-Sydney College, Economics

Christopher F. Hamilton

- Chris Hamilton is a Director in Towers Watson's (formerly Watson Wyatt's) Washington, DC office. Prior to joining Towers Watson, he led compensation practices at two other major consulting firms in the Washington area. Chris' consulting experience includes all aspects of executive compensation. He has a strong track record of developing innovative compensation programs that align executive pay to business strategy and company performance. He has deep expertise in annual and long-term incentive design, executive and board market analysis, executive compensation governance, international compensation, M&A due diligence and golden parachute calculations, proxy (CD&A) development, and employment/ change-in-control agreements.
- Chris has served as executive compensation liaison to Towers Watson's European executive compensation practice and has provided global advisory services to a number of multi-national companies. Additionally, Chris has presented to various groups in the US and Europe on executive compensation issues.
- Prior to joining Watson Wyatt, Chris was a Senior Manager in the Global Employment Solutions practice at Ernst & Young LLP and a Senior Manager in the Human Capital practice at Arthur Andersen LLP, specializing in compensation strategy and design.
- Chris has a BS in financial management from Clemson University. He is a member of the Washington Area Compensation and Benefits Association, the National Association of Stock Plan Professionals, and the National Association of Corporate Directors.
- Chris can be reached at 703.258.8172 or chris.hamilton@towerswatson.com.

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Louanna O. Heuhsen

Louanna O. Heuhsen is Vice President and Associate General Counsel, Corporate Governance, at Altria Group, Inc. Prior to joining Altria Group in 2008, she was a partner in the business practice group at Hunton & Williams LLP in Richmond, Virginia, where her practice focused on advising large and small corporate clients in areas of formation, governance, Sarbanes-Oxley Act compliance, reorganization, mergers and acquisitions and securities law.

She received a B.A. from the College of William & Mary and a J.D. from Cornell Law School. She serves as an adjunct professor of law at the William & Mary Law School, teaching courses on corporate law, mergers and acquisitions, and contract drafting.



Partner
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James S. Seevers, Jr.

Practice focuses on corporate and securities transactions with a particular emphasis on private equity, private fund formations, joint ventures and related matters.

Relevant Experience

Mr. Seevers regularly represents:

- private equity and other private investment funds in all aspects of their business, including formations, structuring, offerings, investments, acquisitions, financings, divestitures and compliance matters;
- institutional investors, including governmental and other benefit plans, with respect to investments in private equity and other private investment funds; and
- real estate ventures, including REITs, with respect to securities offerings, mergers and acquisitions, joint ventures, securities laws compliance and corporate governance.

Mr. Seevers's fund and investment joint venture formation experience includes his representation of:

- an NYSE-listed real estate finance company with respect to a \$350 million joint venture to acquire distressed real estate loans and lots;
- a group of seasoned private equity executives in the structuring, capital raising and closing of a \$250+ million middle market buyout fund;
- a life sciences venture capital fund with respect to several private equity fund formations;
- an emerging markets fund manager with respect to country specific private equity fund formations;
- an integrated real estate services firm in the formation of an office property acquisition joint venture with a state pension fund, related subscription line financing, and the subsequent expansion/reformation and refinancing of the joint venture;
- a real estate developer in the formation of an open-ended development joint venture with a New York based hedge fund;
- an investment bank in the structuring, capital raising and closing of an Indian real estate opportunity fund; and
- several institutional investors, including governmental plans, ERISA plans and a multinational insurance company, with respect to investments in more than 90 private investment funds, including private equity, real estate, loan, hedge, distressed debt and other funds.



James S. Seevers, Jr.
Partner
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Mr. Seevers's other private equity experience includes his representation of:

- a group of private equity funds in the acquisition of a snack foods manufacturer, the initial and a subsequent refinancing of senior and mezzanine credit facilities and the ultimate sale of the company to another private equity fund;
- a private equity fund and other shareholders in the sale of a call management software company and simultaneous spin off of its knowledge-management technology and business; and
- a group of private equity funds in the formation of a platform company and its leveraged acquisition of two niche manufacturing companies and a branded apparel business.

Additional Experience

- Guest lecturer in corporate law classes at Washington and Lee University School of Law and University of Richmond T.C. Williams School of Law (2010)

Membership

- Member, Virginia State Bar
- Member, Virginia Bar Association

Speeches

- Speaker, "Private Equity 101," at the Virginia Bar Association Corporate Counsel Fall Forum (2007)
- Panelist, "LP/GP Relationships and Issues" at the Globalization of Private Equity Investing Conference, Glendale, Arizona (2006)
- Panelist, "The New Realities of the Venture Capital Markets in Virginia," at the Virginia Bar Association Winter Meeting (2005)

Publications

- Co-author, "US private equity industry assesses impact of financial industry reform legislation," *Financier Worldwide*, August 2010
- Co-author, "Green Investment Funds: Threshold Considerations and Challenges," Hunton & Williams *Renewable Energy Quarterly* (REQ), Vol. 5, September 2009

Awards and Professional Recognition

- Listed in "Virginia's Legal Elite," *Virginia Business* magazine, 2005-2007
- Listed in "Virginia Super Lawyers," *Richmond* magazine, 2006-2009



James S. Seevers, Jr.
Partner
Business Practice Group

→ Listed in Chambers USA, *America's Leading Lawyers for Business*, 2007-2010

Education

- J.D., Washington and Lee University School of Law, *magna cum laude*, Editor in Chief, *Washington and Lee Law Review*, Order of the Coif, 1997
- B.A., University of Virginia, Foreign Affairs, 1992



SCOTT S. WINTER

Scott S. Winter is a Director of Innisfree M&A Incorporated. Innisfree is a proxy solicitation/investor relations firm specializing in mergers and acquisitions, proxy contests and corporate governance consulting.

Mr. Winter's practice includes the representation of U.S. and international clients in a wide variety of transactions, including Annual and Special Meetings, friendly and hostile acquisitions, as well as proxy fights. In addition, he counsels clients on corporate governance issues.

Mr. Winter has over a decade of experience working in the financial services industry. Prior to joining Innisfree, Mr. Winter was an attorney associated with Skadden, Arps, Slate, Meagher and Flom LLP specializing in mergers and acquisitions, including cross-border and hostile transactions. Before becoming a lawyer, he worked for Ernst & Young LLP specializing in auditing financial statements of hedge funds and broker-dealers.

Mr. Winter is a member of Mergers, Acquisitions and Corporate Control Contests Committee of the Association of the Bar of the City of New York. Mr. Winter earned a B.B.A. in accounting from the University of Wisconsin, and a J.D. from the New York University School of Law.