

Resume Of

UNDERWOOD, PERKINS & RALSTON, P.C.

THE FIRM

Underwood, Perkins & Ralston, P.C., is a Dallas law firm with its office located in the business and financial center of North Dallas. The attorneys of the firm provide personalized counseling and a broad range of legal services to business entities and individuals.

Since its formation in 1971, the firm's areas of practice have steadily expanded to meet the changing needs of its diversified client base. Among the firm's practice areas are appellate; business enterprises and securities; commercial finance, lending and banking; divorce and family law; elder law; employee benefits and executive compensation; estate planning; insurance coverage and bad faith; intellectual property, media and entertainment; labor and employment; litigation; mergers and acquisitions; oil, gas and natural resources; probate and guardianship; professional practices; real estate; and taxation and tax litigation. In 2001, the firm joined MSI Global Alliance, a global association of independent professional firms consisting of lawyers, accountants, tax consultants, certified auditors and offshore service providers, with more than 240 member firms in 95 countries.

Utilizing sophisticated word-processing and computerized accounting systems, as well as state-of-the-art computer applications and telecommunications, the firm provides cost-effective management of its clients' work. Attention to project planning, staffing needs and cooperative relationships with in-house counsel are of primary importance to the firm in its efforts to respond quickly and efficiently to the needs of its clients.

AREAS OF PRACTICE

Appellate

A case does not always end with a verdict, a court's judgment or a trial judge's ruling. The appellate process is often an important step in protecting a client's right to a correct outcome. Trial lawyers, both within and without the firm, and clients often call upon Underwood, Perkins & Ralston, P.C.'s Appellate Section when they want to protect a favorable outcome or overturn adverse judgments and rulings on appeal. Our appellate attorneys have appeared in most of the Texas Courts of Appeals, in the United States Court of Appeals for the Third, Fifth and Eighth Circuits and in the Texas and United States Supreme Courts.

Our firm's appellate attorneys have experience in mandamus proceedings, appeal from summary judgments and dispositive motions, appeals from grants or denials of injunctions, as well as traditional appeals from final judgments.

Our firm's Appellate Section assists clients in a variety of ways, from handling appeals in cases conducted by the firm and by outside counsel, to consulting with litigators on discovery issues, dispositive motions, jury instructions and post-trial motions. This section also consults during trial in order to protect the appellate record and preserve issues for appeal.

At Underwood, Perkins & Ralston, P.C., our attorneys are comfortable with whatever role best suits the client's needs, ranging from working with outside trial counsel to direct representation to multi-team representation. The goal of the firm's Appellate Section is to deliver quality representation cost effectively and especially to preserve success.

Business Transactions and Enterprises

Underwood, Perkins & Ralston, P.C.'s Corporate Section serves clients ranging from sole proprietorships to multi-million dollar corporations in a full range of international and domestic business transactions. Our attorneys counsel clients at every stage of development and growth on issues in the following areas: selection and organization of business entity structures; capitalization of business entities; corporate governance matters, including compliance with the Sarbanes-Oxley Act; and execute compensation and employment matters. Additionally, we can assist in the preparation and/or negotiation of contracts, such as licenses, distribution agreements, buy-sell agreements, ownership transfer documents, confidentiality agreements, covenants not to compete and supply and construction agreements.

Commercial representation includes negotiable instruments, secured transactions and letters of credit.

Attorneys in our Securities Section serve as issuer's counsel in offerings of securities and assist in federal and state regulatory compliance, including preparation and filing of periodic reports under the Securities Exchange Act of 1934 and the Williams Act filings as to beneficial ownership. This section also counsel clients seeking to raise capital through the private placement of their securities and represents clients in enforcement proceedings brought by federal and/or state agencies and others.

Commercial Finance, Lending and Banking

Underwood, Perkins & Ralston, P.C.'s Commercial Finance and Lending Section has considerable experience in the areas of secured transactions, asset-based lending, borrowing and creditor's rights. Clients who need representation in this area should inquire about the firm's experience with these issues. Our attorneys represent various financial institutions, including banks and their subsidiaries, finance companies, factors and other lenders in all phases the finance industry.

Secured transactions involve understanding the debtor's need for financing, the types of assets that can be used as collateral, how to structure the documents so the bank or other lender is fully protected in the event the loan becomes troublesome and how to represent the lender in that event, whether through foreclosure proceedings, workouts with the debtor or representing the lender in bankruptcy proceedings. In addition, it is important to know the Uniform Commercial Code sections on secured transactions, including perfecting interests in various types of collateral, priorities among various creditors and the Texas Property Code in connection with the various liens, exemptions and foreclosure procedures.

In connection with our Commercial Finance and Lending Section, our Banking Section representation includes the presentation and review of commercial and mortgage lending instruments, as well as collections, when necessary. Our attorneys at Underwood, Perkins & Ralston, P.C. also represent financial institutions and bank holding companies in bank-to-bank debt workouts and bank-to-bank acquisitions.

Divorce and Family Law

Underwood, Perkins & Ralston, P.C.'s Divorce and Family Law Section has extensive experience representing contested and uncontested divorces. Our attorneys also provide compassionate, effective counsel in other family matters, including: Adoption; Pre- and post-nuptial agreements; Annulments; Child custody and support; Enforcement of decrees and child support; Modifications of child custody and support; and Property divisions.

Recognizing the stakes of such personal cases, the firm strives to identify the most appropriate means of resolving family conflicts. Counsel is tailored to each client's needs, and may include the assistance of attorneys specializing in mediation, tax and other disciplines as needed. Client information is carefully protected.

Counsel in the following related areas is also available: Guardianship and Elder Law.

Elder Law

Underwood, Perkins & Ralston, P.C.'s Elder Law Section provides a multi-faceted practice representing elder persons and counseling their representatives about the legal aspects of health and long term care planning, public benefits, surrogate decision-making, legal capacity, the conservation, disposition and administration of elder's estates and the implementation of their decisions concerning such matters. This practice incorporates wills and trusts, medical and financial powers of attorney, special needs trusts, guardianship, and counseling concerning long term care planning and financing.

Employee Benefits and Executive Compensation

The firm's Employee Benefits and Executive Compensation Section provides counseling in the evaluation, planning, creation, implementation and review of qualified retirement plans, including New Comparability Plans, Profit-Sharing Plans, 401(k) Plans, Roth 401(k) Plans, Money Purchase Pension Plans, Defined Benefit Pension Plans, Target Benefit Plans, Stock Bonus Plans, ESOPs, 403(b) Plans, Section 125 Cafeteria or Flexible Spending Account Plan, as well as non-qualified deferred compensation arrangements. The firm prepares plan documents, summary plan descriptions and employee benefit communications materials, together with consultation with the trustees and plan administrators of qualified retirement plans about fiduciary duties under federal law. The firm monitors compliance of these plans with the Employee Retirement Income Security Act of 1974 ("ERISA") and applicable state laws. The firm prepares submissions to the Internal Revenue Service and Department of Labor through Voluntary Compliance Programs, and when the need arises, represents employers and retirement plan sponsors in Internal Revenue Service audits and Department of Labor examinations.

Estate Planning

The firm's Estate Planning Section assists families and business owners in creating and preserving wealth, in part to pass that wealth on to future generations. In helping our clients achieve these goals, we advise them on estate and tax planning, including the areas of wealth preservation, multi-generational tax and estate planning, asset protection, business succession planning, charitable and related legal matters. In the estate planning process, our attorneys work closely with outside accounting, investment, insurance and financial planning professionals.

To accomplish the client's estate planning goals, the attorney needs to listen closely to the desires of the client. Accordingly, our attorneys plan to spend sufficient time in preliminary meetings to fully understand the client's objectives so that we can structure the estate and asset protection plan to meet those objectives. Our knowledgeable estate planning lawyers have a wide variety of experience and ability to employ basic and sophisticated estate planning techniques.

Insurance Coverage and Bad Faith

The firm's Insurance Coverage Section provides advice, counsel and representation to some of the nation's largest insurance companies in their efforts to resolve complex and significant coverage disputes with their insureds. Underwood, Perkins & Ralston's Insurance Coverage expertise encompasses a broad array of coverage issues, disputes and litigation arising from both first and third-party claims and includes coverage analysis and advice on all lines of insurance under all types of policies.

The firm's representation of insurance companies in Texas includes in-depth analysis and evaluation of coverage issues and disputes, coverage opinions, pursuing or defending the insurer's coverage position in declaratory actions, defending bad faith and other extra-contractual liability claims and litigation, pursuing or defending subrogation actions and monitoring significant claims or litigation in order to protect the interests of excess insurers.

Intellectual Property, Media and Entertainment

The firm's Intellectual Property Section is experienced and knowledgeable in the areas of intellectual property licensing and development. The section of our practice includes trademark and copyright counsel, practice before the Trademark Trial and Appeal Board and handling negotiations in merchandising, branding and advertising deals.

The firm's Entertainment and Media Section handles a wide variety of matters pertaining to intellectual property development protection in all media. Our established attorneys in this area represent television news anchors, reporters and other broadcast personnel in contract negotiations and related employment issues. This practice area stems from our work as counsel both talent and production in music, radio, publishing, television and film. With new media applications and content pushing the limits of older law in the area, Underwood, Perkins & Ralston, P.C. is at the forefront of clearance, compensation and licensing advocacy.

Labor and Employment

The firm regularly represents employers in state and federal courts in actions arising out of Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act, the Americans With Disabilities Act, the Texas Commission on Human Rights Act, ERISA, workers' compensation retaliation, wrongful termination and other federal and state labor laws.

The firm also regularly represents employers before governmental administrative agencies, including the National Labor Relations Board, the Equal Employment Opportunity Commission, the Texas Commission on Human Rights, the Occupational Safety and Health Administration, the Office of Federal Contract Compliance and the Wage and Hour Division of the U.S. Department of Labor.

Our attorneys counsel employers in union avoidance matters, union representation elections, contract negotiations, collective bargaining agreement arbitrations and immigration matters. Our attorneys also actively counsel employers in methods of preventative maintenance to prevent charges of discrimination and claims of wrongful termination and we regularly prepare employment manuals and policies for employers, including drug screening, sexual harassment and disciplinary policies.

Litigation

The firm's Litigation Section consists of trial and appellate attorneys who represent clients on a state, regional and national basis throughout the entire scope of the litigation process. Beginning with the client's first notice of potential liability exposure, our attorneys guide them through the process of negotiating, mediating, arbitrating, litigating, appealing and settling numerous kinds of civil disputes. As a result, our attorneys have appeared before a variety of administrative agencies, state courts and federal courts in Texas and throughout other parts of the country in the capacity as both trial and appellate counsel.

The firm also recognizes that success in the courtroom depends on the attorney's knowledge of the underlying subject matter at issue, as well as the attorney's legal abilities. Consequently, the firm has assembled a team of attorneys who possess in-depth knowledge of the industries in which their clients are involved and the fields in which their clients litigate.

Our attorneys have the experience and knowledge to provide litigation services to the rapidly growing number of employers who have elected out of the Texas Workers' Compensation system. These "Non-Subscribers" are assisted in the implementation and administration of employee injury plans and the ultimate defense of claims arising out of on-the-job injuries.

Many firms have attorneys with experience in the courtroom. Underwood, Perkins & Ralston goes a step beyond with its attorneys who have experience in the courtroom and in the very fields in which their clients' operations are conducted.

Mergers and Acquisitions

Underwood, Perkins & Ralston, P.C.'s Mergers and Acquisition practice encompasses virtually every form of corporate transaction, including, but not limited to, mergers, purchase and sale of assets, purchase and sale of securities and change of control events such as tender offers and proxy contests.

Our attorneys furnish assistance with reorganizations, due diligence and document review and drafting, acquisition and disposition of assets, recapitalizations, spin-offs and roll-ups. Our multi-disciplinary expertise includes identification of potential purchasers and target companies, tax planning, intellectual property, real estate, employee benefits and consultation services. Representation may begin as early as the strategic planning sessions, and our firm can also assist in or conduct negotiations with the selling or acquiring parties, as needed.

Oil, Gas and Natural Resources

The firm's Oil, Gas and Natural Resources Sections represents both operators and mineral interest holders in all phases of the oil and gas industry. This includes counsel in all phases of exploration, completion and production. Our attorneys also negotiate with lenders to establish credit facility and related agreements used to finance energy deals.

At Underwood, Perkins & Ralston, P.C., experienced attorneys provide title opinions, lease reviews, operating agreements and compliance documentation necessary to enable the "upstream" flow of all oil and gas revenues. The firm understands the dynamics of both unconventional plays and traditional resource recovery.

Urban area drilling, specialized conveyances, issues concerning non-participating royalty interest owners, assignments, farmouts and surface owner rights are particular "hot button" issues where our attorneys can serve both operators and mineral interest owners to maximize their potential in the deal structure.

Probate and Guardianship

The firm's Probate and Guardianship Section handles all aspects of the probate of estates and assists executors, administrators and trustees in estate and trust administration. Attorneys of the Probate Section are frequently appointed by the court to act as administrators and guardians. The firm has an active probate litigation practice, litigating contested beneficiary and heirship rights, assisting creditors in claims against estates, establishing guardianships for minors

and adults, and assisting in mental illness determinations. The firm provides consultation in all aspects of elder law, including planning for nursing home admission, durable powers of attorney, durable powers of attorney for health care and living wills.

Professional Practices

The firm's Professional Practice Section provides a full range of legal services to meet the needs of clients in the growing health care, dental and veterinarian professions. Attorneys in this section counsel individual physicians, dentists, veterinarians and other health care professionals, quasi-governmental authorities and professional entities and associations. Our attorneys are experienced in many aspects of professional practice, including the following areas: Representing clients in hearings before administrative agencies; Assistance in complying with state and federal regulations, employment agreements and related issues; and Practice organization and development of health care facilities.

This section also provides legal services related to growing practices, succession planning and practice purchases and sales. Additionally, our attorneys assist newly licensed professionals in establishing their practices as independent practitioners, part of a group and/or as facility-based practitioners.

Real Estate

The firm's Real Estate Section structures, documents and negotiates deals in all aspects of real estate transactions and finance, including buying, selling, developing, operating, leasing, capitalizing, syndicating, mechanic's and materialmen's liens and financing real estate projects. We also perform due diligence reviews of all facets of real estate transactions, such as titles, leases, environmental obligations and other factors affecting valuation. Our clients include lenders and borrowers, landlords and tenants, commercial and residential developers, owners and contractors, corporations, investors and real estate brokers, as well as preparing and filing effective liens to protect contractors and/or subcontractors.

Our attorneys can structure even the most complex real estate transactions. We also regularly assist clients in resolving related matters such as real estate litigation, environmental contamination, loan workouts and debt restructuring, including foreclosures and disposition of problem assets.

Taxation and Tax Litigation

A full range of tax planning and consultation services, including the litigation of contested tax matters and IRS negotiations is provided for the firm's clients. Specific areas of representation include corporate reorganizations and liquidations, corporate acquisitions and mergers, partnership tax matters, business restructuring for tax advantages, analyses in conjunction with securities offerings and individual tax planning.

The estate planning services provided by Underwood, Perkins & Ralston, P.C. include the analysis of estate and gift tax considerations, the drafting of wills, creation of inter-vivos and testamentary trusts, creation of family limited liability companies and limited partnerships, and the structuring of comprehensive asset protection strategies and business succession plans. See Estate Planning Section.

A client's taxation issues do not stop at the federal tax level. If the need rises, the firm's Taxation Section is also prepared to assist with property and commercial personal property filings and disputes. The section also provides representation and consultation concerning state sales and margin tax.

Representative Clients

Big City Crushed Concrete, Inc.; Bilco Corporation; CFO4Life, Inc.; Colliers International; Colony Insurance Company; Cornwell, Jackson & Co., P.C.; Corrigan Investments, Inc.; DMagazine, Inc.; English Color & Supply, L.P.; Equity Residential; Exel, Inc.; FFE Transportation Services, Inc.; Fidelity Bank, National Association; First Victoria National Bank; Grove Temporary Services, Inc.; The M/A/R/C Group; Marriott Hotels; MasterCraft Wood Products, L.L.C.; Mueller, Inc.; SalmonBeach and Associates, PLLC; Staubach Companies; StoneEagle Insurance Company; Supre, Inc.; United Fire Group; VLSIP Corporation.

MEMBERS OF THE FIRM

John C. Arneson. University of North Texas (B.B.A. 1974); Southern Methodist University (J.D. 1980). Board Certified Estate Planning and Probate Law, Texas Board of Legal Specialization. Areas of Practice: Probate and Guardianship; Estate Planning; Elder Law. Member, Dallas Bar Association, American Bar Association and the State Bar of Texas.

Charles W. Blount, III. University of Kansas (B.S. 1968); University of Toledo (J.D. *cum laude*, 1981); Board Certified Civil Appellate Law, Texas Board of Legal Specialization. Areas of Practice: Business Enterprises and Securities; Appellate; Commercial Finance, Lending and Banking; Intellectual Property; Mergers and Acquisitions; Real Estate; Taxation; Professional Practices; Labor and Employment. Member, Dallas Bar Association, Missouri Bar, Bar Association of the Fifth Federal Circuit, Appellate Section of the Dallas Bar Association and the State Bar of Texas. Admitted to practice before the U.S. District Court, Western District of Missouri, U.S. District Court, Northern and Southern Districts of Texas, U.S. Court of Appeals, Fifth Circuit, U.S. Tax Court and U.S. Supreme Court.

Douglas C. Bracken. Washington & Lee University (B.A. *cum laude* 1989) ; Texas Tech University School of Law (J.D. 1992). Board Certified-Labor and Employment Law, Texas Board of Legal Specialization. Areas of Practice: Labor and Employment; Litigation. Member, Dallas Bar Association-Employment Law Section, State Bar of Texas-Labor and Employment, Litigation Sections, College of the State Bar of Texas. Admitted to practice before the U.S. District Courts for the Northern, Eastern, Western and Southern Districts of Texas, U.S. Court of Appeals, Fifth Circuit and U.S. Supreme Court.

Robert L. Callaway. Southern Methodist University (B.B.A. *magna cum laude* 1978; B.A. *magna cum laude* 1978); University of Texas School of Law (J.D. 1981). Areas of Practice: Real Estate. Member, Dallas Bar Association, State Bar of Texas, Dallas Area Real Estate Lawyers Discussion Group; D/FW Apartment & Investment Brokers Network; North Texas Commercial Association of Real Estate Professionals. Admitted to practice before the U.S. District Court, Northern District of Texas.

Laurel Arnold Clement. Austin College (B.A. 1984); University of Texas at Arlington (M.A. Criminal Justice 1986); Amberton University (M.A. Counseling 1997); Baylor University (J.D. 1989). Areas of Practice: Divorce and Family Law; Professional Practices. Member, State Bar of Texas, Dallas Bar Association, Collaborative Law Institute. Licensed to practice by the Texas State Board of Examiners of Professional Counselors.

David C. Colley. University of Texas at Dallas (B.A. 1987); St. Mary's University School of Law (J.D. 1990). Areas of Practice: Insurance Coverage and Bad Faith. Member, State Bar of Texas, Bar Association of the Fifth Federal Circuit, Dallas Bar Association, Insurance Law Section, State Bar of Texas, Texas Association of Defense Counsel. Admitted to practice before the U.S. District Court, Northern, Southern, Eastern and Western Districts of Texas, U.S. Court of Appeals, Fifth Circuit and Tenth Circuit, Briefing Attorney to Chief Justice William J. Cornelius, Court of Appeals for the 6th District of Texas at Texarkana, Texas 1990-1991.

Val C. Cronin. Baylor University (B.B.A. 1977); Certified Public Accountant (1980); Southern Methodist University (J.D. 1994). Areas of Practice: Taxation and Tax Litigation; Estate Planning; Mergers and Acquisitions; Professional Practices. Member, State Bar of Texas, American Institute of Certified Public Accountants and Estate Planning Council of North Dallas. Licensed as a Certified Public Accountant and as a Certified Financial Planner. Admitted to practice before the U.S. District Court, Northern District of Texas, U.S. Court of Appeals, Fifth Circuit and U.S. Tax Court.

Carol P. Dabner. Wayne State University (B.S. *cum laude*, 1989); Registered and Licensed Occupational Therapist (1990); University of Wisconsin School of Law (J.D. 1995); National Certified Guardian (2006); National Master Guardian by the Center for Guardianship Certification (2008). Areas of Practice: Probate and Guardianship; Estate Planning; Elder Law. Member, State Bar of Texas, State Bar of Wisconsin, Dallas Bar Association, College of the State Bar of Texas, Denton County Bar Association, J.L. Turner Legal Association and American Bar Association. Board Member, State of Texas Guardianship Certificate Board; Board of Directors, Autism Treatment Center; Former Executive Council Member for the Dallas Bar Association, Probate Section; Former Co-Chair, Legal Aid to the Elderly Committee of the Dallas Association of Young Lawyers.

Kathryn E. Flowers. Baylor University (B.A. 2004); St. Mary's University School of Law (J.D. 2007). Areas of Practice: Divorce and Family Law; Litigation; Labor and Employment. Member, State Bar of Texas, Dallas Bar Association, Dallas Association of Young Lawyers, Texas Association of Young Lawyers, Phi Delta Phi.

Evan M. Fogelman. Tulane University (B.A., with honors, 1982; J.D., 1985); Texas Christian University Energy Institute, Petroleum Land Practices Certificate. Areas of Practice: Intellectual Property, Energy, Media and Entertainment Law, including trademark registration, publishing, television, music, internet, film and theatre; Licensing, including merchandising, copyright, trademark, sports and related exploitation; Media Law, including First Amendment, free speech, libel, slander and new media applications; Computer Law and software licensing; Corporate Law as applies to media and sports companies, including formation, alteration, venture strategy and general counsel services; Oil and Gas, including title examination, curative and due diligence, land services and negotiations, credit facility agreements, royalty issues,

leases, farmouts and rights-holder representation; Exploration and development of mineral-producing properties and joint operating agreements. Member, Former Chair, State of Texas Entertainment and Sports Law Section; Member, State Bar of Texas Oil and Gas Section; American Association of Professional Landmen; Texas Independent Producers and Royalty Owners Association; Former Chair, Dallas Bar Association Entertainment and Sports Law Section; Former Vice-Chair, Dallas Bar Association Media Law Committee; Former Director, Louisiana State Bar Art, Entertainment and Sports Law Section; Legislative Advisor, Louisiana State Bar Art, Entertainment and Sports Law Section; Member, State Bar of Texas Standing Committee on Law and the Arts; Member, State Bar of Texas Oil, Gas and Natural Resources Section. Voting Member, Association of Authors Representatives; Bar Association of the City of New York; Adjunct Professor, SMU Law School. Admitted to practice before the U.S. District Court, Louisiana District Court, District of Columbia. Multiple publications and lecture credits including, Digital Millennium Copyright Act, Application of Moral Rights to World Copyright Law, Trademark and related merchandising deals, internet and software utilization of peer-to-peer technologies, Records and Music publishing deals, Fair Use, celebrity likeness use, book publishing, film finance, State Tax incentives for entertainment ventures, internet development, television deals, Texas Talent Agency Act, choice of law issues in entertainment contracts; protecting minors in the entertainment industries, TV anchor-person contracts and licensing infomercial deals and oil and gas negotiations.

Gene A. Hamm II. Southern Methodist University (J.D., 1995); University of Texas at Dallas (B.A., Economics, *cum laude*, 1992); [U.S. Air Force, 1979-1983; Police Officer, 1983-1988]. Areas of Practice: Litigation Member, State Bar of Texas; Dallas Bar Association; Collin County Bar Association; Texas State Rifle Association; National Rifle Association; Dallas Safari Club; Texas State Rifle Association; Board Member, Police Training Advisory Board, Southern Methodist University; Board of Directors, Texas State Rifle Association, Law Enforcement Liaison. Admitted to practice in all Texas State Courts, United States District Court for the Northern District of Texas, and the United States Court of Appeals for the Fifth Circuit.

Timothy S. Perkins. Baylor University (B.A. 1980, J.D. 1983). Areas of Practice: Litigation; Labor and Employment. Member, State Bar of Texas; Area Representative, MSI Global Alliance; Dallas Bar Association; Board of Directors, Texas Association of Responsible Non-Subscribers (TXANS); TXANS Political Action Committee Director. Former Board Member of Baylor Alumni Association. Currently Chairman, Board of Trustees, The Lamplighter School. Admitted to practice before the U.S. District Court, Northern, Southern, Eastern and Western Districts of Texas and U.S. Court of Appeals, Fifth Circuit.

David W. Ralston. Southern Methodist University (B.B.A. 1976, J.D. 1985); University of Wisconsin (M.A. 1978). Areas of Practice: Employee Benefits and Executive Compensation. Member, State Bar of Texas; State Bar College; Dallas Bar Association; Dallas Bar Association-Employee Benefits Section; Dallas Estate Planning Council; Estate Planning Council of North Texas-Board of Directors 2009-2010; Society of Financial Service Professionals (2000-2002), Southwest Benefits Association; Board of Directors-Society of Financial Service Professionals (2001-2002); Health Advisory Committee-Plano Independent School District (2000-2001).

Amy K. Ratzlaff. University of Kansas (B.S. 1984); Southern Methodist University School of Law (J.D. *cum laude* 1993). Order of the Coif. Areas of Practice: Business Enterprises and Securities; Mergers and Acquisitions; Professional Practices; Commercial Finance, Lending and Banking; Executive Compensation; Intellectual Property; Real Estate; Labor and Employment. Member, State Bar of Texas, Dallas Bar Association, Phi Delta Phi. The International Lawyer, Leading Articles Editor (1992-93).

Megan A. Smith. Tulane University (B.A. *cum laude* 2004); Southern Methodist University Dedman School of Law (J.D. *cum laude* 2007). Areas of Practice: Business Enterprises and Securities; Commercial Finance, Lending and Banking; Real Estate; Intellectual Property, Media and Entertainment; Taxation. Member, State Bar of Texas, Dallas Bar Association, Dallas Association of Young Lawyers.

P. Theodore Stoinoff, II. University of Texas at Austin (B.B.A. High Honors 1989); Arizona State University (J.D. *cum laude* 1993). Areas of Practice: Litigation; Labor and Employment. Member, State Bar of Texas; Dallas Bar Association. Admitted to practice before the U.S. District Court for the Northern District of Texas; U.S. Court of Appeals, Fifth Circuit.

Tyler G. Stuart. Baylor University (B.A. 2003); The University of Texas at Austin School of Law (J.D. 2006). Areas of Practice: General Civil Litigation, Tort, Premises Liability, Product Liability and Complex Commercial Litigation. Member, State Bar of Texas, Dallas Bar Association, Dallas Association of Young Lawyers.

Lisa K. Tilley. University of Texas at Austin (B.B.A. *cum laude*, J.D. 2002). Areas of Practice: Real Estate and Commercial Transactions. Member, State Bar of Texas, American Bar Association, Texas Association of Young Lawyers, Gamma Beta Phi Society.

William J. Underwood, Jr. Southern Methodist University (B.B.A. 1971, J.D. 1974). Areas of Practice: Business Enterprises and Securities; Commercial Finance, Lending and Banking; Real Estate; Estate Planning; Mergers and Acquisitions; Taxation; Labor and Employment; Executive Compensation; Professional Practices. Member, State Bar of Texas; Dallas Bar Association.

Michael H. Wald.* University of Pennsylvania, Wharton School of Finance (Bachelor of Science *magna cum laude* 1974); Duke University School of Law (J.D. 1977). Areas of Practice: Elder Law; Estate Planning; Probate and Guardianship; Business Enterprises and Securities; Real Estate. Member, State Bar of Texas; American Bar Association; Dallas Estate Planning Council; Dallas Bar Association; Collin County Bar Association; President, Greater Collin County Community Foundation, 2001-present; Board of Directors, National Committee on Planned Giving, 2003-2006; Board of Directors, National Association of Estate Planners and Councils, 2002-2007; Faculty, University of Phoenix. Admitted to practice in the States of Texas, New York, Florida, Virginia, and the District of Columbia; the U.S. Supreme Court; U.S. District Courts for the Northern and Eastern Districts of Texas; the U.S. Tax Court. *Currently on sabbatical with the Peace Corps.

Eric G. Walraven. Texas Tech University (B.A. 1992); Texas Tech University School of Law (J.D. 1995); Board Certified Civil Appellate Law, Texas Board of Legal Specialization. Areas of Practice: Commercial Litigation and Civil Appeals. Member, State Bar of Texas, Bar Association of the Fifth Federal Circuit, Dallas Bar Association. Admitted to practice before the U.S. District Court, Northern, Eastern, Western and Southern Districts of Texas, U.S. Court of Appeals, Fifth Circuit and Federal Circuit and U.S. Supreme Court.