



Michael T. Gass

Partner

Boston

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Areas of Practice

Litigation
Class Action & Mass Litigation
Securities, Government Enforcement
& Corporate Governance Litigation
Antitrust
Securitized and Subprime Debt
Corruption and the Foreign Corrupt
Practices Act

Industries

Media & Broadcasting

Education

Harvard Law School, J.D.
cum laude
University of Michigan, B.A.
summa cum laude
Phi Beta Kappa, Branston Prize, 1982

Bar Admissions

Massachusetts

Court Admissions

Massachusetts Supreme Judicial Court
U.S. District Court, District of
Massachusetts
U.S. Court of Appeals, First Circuit
U.S. Supreme Court

Memberships

American Bar Association, Antitrust
and Litigation Sections
Media Law Resource Center
Boston Bar Association, Antitrust
Subcommittee Member
Board of Directors, The Genesis
Fund

Mike Gass is a partner at the firm, and chair of its Securities, Government Enforcement and Corporate Governance Practice Group. His securities practice is concentrated in the areas of securities and shareholder litigation defense, corporate governance and officer and director liability, and investigations and proceedings brought by the SEC, NASD and other regulatory bodies. He also advises corporations and their senior executives on how to manage and minimize potential liability under the securities laws, and how to manage significant events when they arise. His experience in these areas includes defending against allegations of insider trading, market manipulation, accounting fraud, improper revenue recognition, breaches of fiduciary duty, failure to disclose material information and false disclosures. His clients have included large corporations and their officers and directors in a range of industries, including software and hardware manufacturers, biotechnology and pharmaceutical companies, financial institutions, utilities, semiconductor manufacturers, venture capital firms, developers and business consultants. Mr. Gass has been extremely successful in obtaining early dismissal of claims against a number of clients.

Mr. Gass is also a member of the firm's antitrust practice. His antitrust practice involves defending clients against allegations of antitrust violations made both by private parties and government regulatory agencies. He has represented a number of corporate clients in challenges to mergers and acquisitions brought by the Federal Trade Commission and the Antitrust Division of the Department of Justice. He also provides antitrust advice in connection with mergers and acquisitions and in structuring a wide range of business transactions.

In addition, Mr. Gass represents media clients in defending defamation and privacy claims, and advises them in connection with investigations and broadcasts.

Notable Experience

Representative Securities Matters:

- Represents a former fund manager of a major mutual fund company against market timing and related claims in class actions and derivative actions brought by fund holders.

- Successfully represented one of the officers of the Lernout & Hauspie software company in an enforcement investigation and shareholder class action litigation.
- Obtained a dismissal of class action securities law claims against Galileo Corporation in a frequently cited opinion by the federal district court in Massachusetts.
- Recently conducted internal investigations for two corporate clients to address compliance matters in both domestic and foreign offices.
- Obtained a dismissal of claims alleging breach of fiduciary duty against members of the Board of Directors of a subsidiary of Arthur D. Little Company.

Representative Antitrust Matters:

- Antitrust counsel for the principal defendants in a more than \$3 billion antitrust claim asserted by United Airlines and its Creditors Committee. The claims were recently dismissed by the Seventh Circuit Court of Appeals.
- Persuaded the Federal Trade Commission not to challenge Genzyme Corporation's acquisition of a development stage drug company, a decision that was an important landmark in the relatively new theory of "innovation markets."
- Successfully represented a client seeking to prevent a merger of competitors.
- Successfully defended a major university in a landmark case in litigation brought by the Justice Department's Antitrust Division alleging that cooperation among colleges and universities concerning financial aid violated the Sherman Antitrust Act.

Representative Media & Communications Matters:

- Successfully defended major media outlets against libel, slander and privacy actions, and has achieved early dismissal of such litigation on a number of occasions.
- Obtained a favorable ruling from the Massachusetts Supreme Judicial Court in an important case involving media access to court documents.

Recent Speaking Engagements and Publications

- "Press & Privacy: Freedom of the Press & the Public's Right to Know vs. Family Privacy Rights," *speaker*, Boston Bar Association's Massachusetts Practice & Procedure Committee Meeting, Boston, Massachusetts, March 12, 2008.
- Speaker at Dealing with the New Realities of the Public Finance Market seminar presented by Edwards Angell Palmer & Dodge LLP, Boston, Massachusetts, February 7, 2008.
- "Challenges Facing Boards of Directors: Key Issues in SEC Disclosure & Enforcement," *speaker*, presented by Directors Roundtable, October 11, 2007.
- "Avoiding Pitfalls of Rash ESI Decisions," *co-author*, *Securities Law 360*, July 13, 2007.
- A House Divided: When the Board Investigates Senior Management - *Key Issues to Consider in Internal Investigations*, *panelist*, Boston, Massachusetts, May 8, 2007.
- "Cooperation May No Longer Mean Abandoning Duty to Advance Defense Costs," *contributor*, *Edwards Angell Palmer & Dodge Client Advisory*, June 29, 2006.
- "Corporate FCPA Compliance Programs: A Necessity In Today's Aggressive Enforcement Environment ," *co-author*, *Edwards Angell Palmer & Dodge Client Advisory*, March 28, 2006.
- "Dealing With Whistleblowers Under Sarbanes-Oxley ," *Edwards Angell Palmer & Dodge LLP Client Memo*, January 9, 2006.



Stanley Keller

Partner

Boston

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Areas of Practice

Business Law
Mergers & Acquisitions
Public Offerings & Public Company
Counseling
Private Equity
Venture Capital
Securitized and Subprime Debt

Industries

Technology

Education

Harvard Law School, LL.B.
magna cum laude
Columbia University, B.A.

Bar Admissions

Massachusetts

Memberships

American Bar Association, chair of
Ad Hoc Committee on Audit
Responses and until recently chair of
Committee on Federal Regulation of
Securities;
special advisor to the Task Force on
Corporate Responsibility;
liaison to the Task Force on
Implementation of Section 307 of the
Sarbanes-Oxley Act;
member of the Task Force on the
Attorney-Client Privilege
Boston Bar Association, Task force
on Revision of the Massachusetts
Business Corporation Law
Member, TriBar Opinion Committee

Stanley Keller is a nationally recognized corporate and securities lawyer. During his many years of practice, Stan has advised clients ranging from emerging companies to industry leaders, such as TECO Energy, Parametric Technology, Lamar Advertising, Helix Technology and Genzyme. While his practice has encompassed most areas of corporate and securities laws, Stan has focused on:

- public and private securities offerings and other corporate financings
- advising publicly traded companies on compliance with SEC rules, public disclosure requirements and best practices, the Sarbanes-Oxley Act of 2002 and other securities laws and stock exchange requirements
- mergers and acquisitions
- corporate governance, including advising on best practices, addressing institutional/stockholder activism, and acting as special counsel to boards of directors and their committees

In addition to his client work, Stan has had an active role in the development of corporate and securities laws through leadership positions in the American Bar Association (ABA) and other professional organizations, and through his writings and frequent speaking engagements:

- Stan chaired the ABA's Committee on Federal Regulation of Securities during the height of the Sarbanes-Oxley era, and in that capacity had responsibility for interacting on behalf of the private bar with the SEC, other governmental officials and the stock exchanges.
- Stan is co-chair of the Task Force that drafted the new Massachusetts Business Corporation Law, and chaired the Boston Bar Association's Business Law Section and Corporation Law Committee.
- Stan, as a member of the TriBar Opinion Committee, was the reporter for the Committee's recent *Remedies Opinion Report*.

- Stan lectures widely for continuing legal education organizations, and has written and edited many articles and treatises on corporate and securities law matters, including recently serving as the co-chair of the Practice Law Institute's (PLI) *Understanding the New Securities Offering Reform Rules*.

Other Distinctions

- In 2007 Stan was appointed Independent Consultant and Monitor of the City of San Diego to oversee its compliance with its SEC enforcement order.
- For over a decade, Stan has been included in the nationally recognized *Best Lawyers in America* for the categories of Corporate Law and Corporate Governance and Compliance Law.
- Listed as leading lawyer in his field by *Chambers USA: America's Leading Lawyers for Business*.
- Listed among the world's leading corporate Governance and Capital Markets lawyers by *Euromoney Legal Media Group*.
- Recognized in the November 2004 and 2005 editions of *Boston Magazine* as a "Massachusetts Super Lawyer" in securities and corporate finance.
- Member of the ABA Task Force on Attorney-Client Privilege.
- Special adviser to the ABA Task Force on Corporate Responsibility.
- Special adviser and reporter to the ABA Task Force on SEC Attorney Conduct Rules.
- Chair, ABA Ad Hoc Committee on Audit Responses.

Recent Speaking Engagements and Publications

Selected Programs

- Speaker at Dealing with the New Realities of the Public Finance Market seminar presented by Edwards Angell Palmer & Dodge LLP, Boston, Massachusetts, February 7, 2008.
- Challenges Facing Boards of Directors: Key Issues in SEC Disclosure & Enforcement, presented by Directors Roundtable, October 11, 2007.
- PLI 38th Annual Institute on Securities Regulation, November 9, 2006.
- Thompson Annual Proxy Statement and Annual Reporting Conference, December 6, 2005.

- PLI Annual Securities Law Institute, November 4, 2005.
- New England School of Law Program on Director Responsibility under the New Massachusetts Business Corporation Act, November 1, 2005.
- MBA Program on Corporate Law Developments, October 20, 2005.
- AON Conference on Loss Prevention, October 19, 2005.
- ALI/ABA Sarbanes Oxley Institute, October 6, 2005.
- MCLE Business and Securities Law Conference, September 28, 2005.
- Understanding the New Securities Offering Rules, PLI, Co-Chair, August 2005.
- ALI/ABA Postgraduate Securities Course, Chair, July 7-9, 2005.
- Thompson/Glasser, SEC Hot Topics, May 23, 2005.
- PLI What Lawyers Need to Know about Delaware Law, May 11, 2005.
- Florida Directors' Institute (panel moderator), March 18, 2005.
- ABA-CLE Understanding the New 8-K Reporting Requirements (program moderator), March 16, 2005.
- SIA Capital Markets Conference (participant), March 3, 2005.
- 23rd Annual Institute on Federal Securities (panel moderator), February 17-18, 2005.
- ABA-CLE Audit Response Letters in the New Environment (program chair), January 27, 2005.
- 32nd Annual Securities Regulation Institute (panel moderator), January 19-21, 2005.
- 26th Annual Institute on Critical Corporate, Disclosure and Governance Issues and the Proxy Process (participant), December 9-10, 2004.
- PLI 36th Annual Institute on Securities Regulation (participant), November 11-13, 2004.
- ALI-ABA 31st Annual Postgraduate Course in Federal Securities Law (panel moderator), August 26-28, 2004.
- SEC "Hot Topics" Institute, Spring 2004 (participant), June 7, 2004.

- The New Disclosure & Corporate Governance Regime – What Every Corporate & Securities Lawyer Must Know Now, PLI, Chair, October 2002.
- Disclosure and Other Lessons Learned After Enron – What You Need to Know Now to File Your 10-K and Other Forms, PLI, Chair, March 2002.

Books

- Co-Author, *Corporate Director's Guidebook, Fifth Edition*, published by the ABA Committee on Corporate Laws (2007).
- Co-Editor, *The Practitioner's Guide to the Sarbanes-Oxley Act*, published by the ABA (2004).
- Co-Author, *Massachusetts Limited Liability Company Forms and Practice Manual*, published by Data Trace Publishing Co. (1996).
- Co-Editor, *International Securities Law Handbooks*, published by Graham & Trotman Limited (1995).
- Editor, *Massachusetts Business Lawyers*, a three-volume treatise published by MCLE (1991).

Selected Articles

- "A Streamlined Form of Closing Opinion," co-author, Boston Bar Journal, January/February 2006.
- "Searching Google for Meaning: Equity Compensation Pitfalls and a Changed Climate for Lawyer Responsibility," INSIGHTS, August 2005.
- "The Meaning of the Titan 21(a) Report. New Disclosure Practices for Contractual Representations," INSIGHTS, June 2005.
- "The New Form 8-K Disclosure Requirements: Q&As," ABA *The Securities Reporter*, Volume 10, Issue 1, Spring 2005.



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Areas of Practice

Litigation
Securities, Government Enforcement
& Corporate Governance Litigation
Securitized and Subprime Debt
Corruption and the Foreign Corrupt
Practices Act

Education

The Catholic University of America,
Columbus School of Law, J.D.
magna cum laude
College of the Holy Cross, B.A.

Bar Admissions

Massachusetts

Court Admissions

U.S. District Court, District of
Massachusetts

Memberships

American Bar Association
Federal Bar Association
Boston Bar Association

Matthew A. Martel practices in the area of business litigation. Mr. Martel represents clients in a wide variety of disputes, including corporate governance and shareholder litigation, litigation arising from mergers and acquisitions, bankruptcy litigation, and other complex commercial litigation. Mr. Martel represents both publicly and privately-held clients.

Notable Experience

- Assisted in obtaining dismissal with prejudice of all claims in a securities class action case alleging violations of Rule 10b-5 against client, a medical devices supplier, and its officers and directors.
- Represents a telecommunications services provider in derivative actions and securities class action arising out of alleged options backdating.
- Represented financial software provider in securities class action arising out of going private transaction.
- Represents management buyout group involved in going private transaction where plaintiffs sought statutory appraisal of their shares.
- Represented clients in government inquiries and internal investigations.
- Obtained multi-million dollar judgment for client in electronics contract manufacturing industry following summary judgment hearing in bankruptcy court adversary proceeding.
- Obtained multi-million dollar bankruptcy court-approved settlement in breach of contract action brought by debtor client.

Recent Speaking Engagements and Publications

- "Avoiding Pitfalls of Rash ESI Decisions," *co-author*, *Securities Law 360*, July 13, 2007.
- "Trade Secrets: Conflicting View of the Economic Espionage Act," *co-author* with J. F. Savage, Jr. and M. Zwillinger, *American Bar Association Criminal Justice Magazine*, Fall 2000.

Matthew A. Martel

- "Perjury Prosecutions - Not Just for Liars Anymore," *co-author* with J. F. Savage, Jr., *White-Collar Crime Reporter*, April 1999.

Besides Edwards Angell Palmer & Dodge

Matt serves on the Board of Directors for the Massachusetts Chapter of the March of Dimes.