



Learn about the **Schiller Law Group**

For more than three decades, the skilled lawyers at Schiller Law Group have been serving the citizens and business of New York City. Our team-oriented approach to problem solving maximizes your chances of receiving a favorable legal outcome.

Learn more inside.

The Schiller Law Group, P.C. represents the many faces of business today--from entrepreneurs and their growing companies to banks and other lending institutions, to mature manufacturing, professional services, retail and consumer product companies. Our lawyers have extensive experience advising regional, national and international clients on the critical legal issues that impact their operations and projects. Taking a multidisciplinary approach, our practice groups exist to focus a full complement of services on complex problems in multiple disciplines, and we are able to synthesize our years of experience for the benefit of the Company in the following concentrations:

Business Intelligence Services (New Markets)

When entering new markets, assessing the competitive or regulatory landscapes, or contemplating new deals, the Firm provides clarity into critical decision-making factors through inquiries such as:

- Identifying and reviewing potential partners;
- Assessing political, operational and infrastructure risks; and
- Benchmarking competitor performance.

Due Diligence Services

A failed transaction or ill-researched business venture can be a costly scenario on multiple levels. The Firm offers a comprehensive suite of due diligence services that mitigate transactional or reputational risk by:

- Evaluating the integrity of individuals—both personally and professionally;
- Analyzing the quality of reported assets, earnings and cash flows;
- Assessing the financial and accounting control environments;
- Gauging the strength of relationships with customers and partners; and
- Tracing and evaluating compliance-related vulnerabilities.

Tax Advisory and Litigation Services

The Firm's tax advisory and litigation team can help manage tax disputes, controversies, audits and examinations around the globe. The Firm assists in the following:

- Financial Products
- Investment Funds
- Tax dispute prevention techniques;
- Tax audit management practices;
- Tax dispute resolution alternatives;
- Global strategic planning of tax audits and disputes;
- Tax risk management, analysis and disclosure;
- Related tax litigation.

Real Estate Advisory and Transaction Services

The Firm is advising a wide range of clients in some of the most dynamic and complex transactions in the industry. From the purchase, sale, development and financing of office, hotel, retail, industrial and mixed-use properties, to joint ventures, commercial leasing and debt restructurings, our team represents owners, developers, funds, real estate investment trusts (REITs) and other financial institutions in a broad array of commercial real estate transactions. In addition, we counsel commercial real estate and hotel companies on mergers and acquisitions, and we advise domestic and foreign individuals and companies on secured lending transactions, project financings, bankruptcies and restructurings that contain significant real estate components.

The breadth of our experience and our unique firm organization ensure that clients have access to subject matter professionals wherever they are located. We provide highly integrated service across practice areas, including tax, mergers and acquisitions, capital markets, investment management, insolvency and restructuring, credit and other related disciplines.

These include:

- Due diligence for share, asset and interest deals;
- Corporate and tax matters;
- Restructuring projects;
- REIT regulatory compliance;
- Capital formation;
- Regulatory matters;
- Foreclosures (judicial and non-judicial) and enforcement actions; and
- Real property litigation.

A well-rounded legal team with tax and advisory capabilities, the Firm's real estate practice is well placed to assist with your complex real estate transactions.

Corporate Law

The Schiller Law Group, P.C. provides a full range of corporate law services from complex advisory services related to major business life events (including advising in restructuring and mergers and acquisitions processes) through to general secretarial services. Companies need guidance on a broad range of activities including business start-up requirements, trading activities of an entity, expansion efforts, dissolving or unwinding of a business as well as general questions arising from day-to-day operational activities. The Firm's corporate law services include advice and transactional services related to:

Our corporate lawyers handle many of complex transactions and significant business matters on behalf of companies and financial institutions. Also, when entering new markets, assessing the competitive or regulatory landscapes, or contemplating new deals, the Firm provides clarity into critical decision-making factors through inquiries such as:

- Capital Markets
- Compliance and Advisory
- Corporate Governance

- Credit
- Crisis Management for Corporate Boards and Officers
- Executive Compensation
- Insolvency and Restructuring
- Intellectual Property and Technology
- Investment Management
- Mergers and Acquisitions
- Trading and Markets
- Formation and dissolving of entities;
- Secretarial advisory services;
- Governing and managing bodies;
- Shareholder conflicts;
- Regulatory reporting; and
- Transactional services.

The Firm's corporate lawyers work alongside experienced colleagues in tax and accounting practices to provide clients with cohesive guidance based on their individual and unique circumstances. We have deep experience across a wide range of industries and sectors and jurisdictions. In today's global business environment, expansion processes, alliances and divestitures present a wide range of legal, tax, regulatory, and other issues which may lead to the success or the failure of the investment. The Firm provides advice at all stages of a private equity (PE) or venture capital (VC) transaction, from legal review of the target to the design of the most suitable structure (MBO, LBO, MBI, BIMBO) and drafting of the documents to reflect the commercial objectives of the business and execute the transaction and advising on legal negotiating strategies.

Commercial Litigation

With a wealth of litigation experience, the Firm's commercial litigation lawyers provide advice on dispute resolution and regularly assist large corporations, private companies, partnerships and individuals on legal matters such as:

- Commercial contract claims;
- Agency disputes;
- Banking and financial services disputes;
- Contentious insolvency;
- Partnership disputes; and
- Foreign debt recovery.

When you work with the Firm's commercial litigators, you benefit from a unique advantage--our access to specialists in critical areas related to tax controversies and valuation. When planning a legal strategy, the Firm places emphasis on the business case--the financial consequences of litigation in the light of your commercial objectives--and, where appropriate, devise solutions for the efficient resolution of disputes.

A. QUALIFICATIONS (KNOWLEDGE, EXPERTISE, CAPABILITIES)

Firm History

The Schiller Law Group, P.C. (the "Firm") is headquartered in New York City and has extensive resources devoted to projects of the kind being undertaken by the Company.

Our New York-based practice groups include Corporate Finance, Taxation, Litigation, Project Development & Finance, Real Estate, Regulatory Affairs and other practice groups relevant to the anticipated needs of the Company. The Firm would draw from a vast array of practice areas and commit the full strength of these resources to the Work. The attorneys at the Schiller Law Group, P.C. remain true to the firm's founding vision--the practice of law with uncompromising integrity and an insistence on obtaining the best possible result for our clients. The Firm offers a unique advantage in terms of experience, capabilities and value. Since our founding, the Firm has set the standard in legal services. Our attorneys are dedicated to providing the highest quality legal services in a timely and cost-effective manner, and through our quality relationships, we can best understand, address and anticipate the unique legal and procedural needs of our clients.

Firm Qualifications

The Firm has worked on hundreds of prominent corporate finance projects and related transactions within New York City, throughout the United States and even internationally. The Firm has negotiated and drafted some of the most complex development agreements and has safeguarded the interests of the Firm's clients through enhanced due diligence and accounting practices. Our relevant experience includes:

- Draft development agreements, corporate governance documents, and enhanced oversight in the development, financing, and construction of multi-million dollar projects;
- Negotiate and document joint ventures, business alliances and development agreements;
- Manage the acquisition, development, construction, financing and disposition of real estate;
- Advise on the sale of commercial real estate and devise complex tax shelters relying on city, state, federal and international tax methodologies;
- Represent clients in litigation, administrative actions, enforcement proceedings and complex negotiations relating to the offer and sale of securities;
- Represent borrowers and lenders in connection with revolving and seasonal loans, syndicated and participating loans, acquisition financing, leveraged lending and asset-based financing;
- Represent private lenders in connection with insolvency proceedings and claims litigation; and
- Advise both domestic and international companies in structuring, drafting and negotiating all forms of commercial transactions, confidentiality and non-compete agreements, manufacturing and supply agreements, and terms and conditions of purchase and sale.

Assignment of Professional Staff

The Schiller Law Group, P.C. will use its collective experience and knowledge of its entire workforce in order to provide the best legal advice and services. This collective knowledge will be used to formulate an approach consistent with the Company's goals, while ensuring delivery of exceptional advice and legal services. Chairman and Managing Partner Alan Schiller would serve as overall team leader/relationship partner to the Company. In that role, Allan would lead the team in terms of overall coordination, and would be your main contact on behalf of the Firm in respect to accountability and client service.

Allan provides tax advice with respect to project financing, including secondary market transactions and securitizations. He advises domestic and international corporations on tax and corporate matters; handles IRS tax audits and controversies; and works on a variety of other tax matters. Allan also provides innovative finance and corporate strategies and represents project developers seeking to manage complex projects, among other things.

B. BUDGET INFORMATION

Fees

This proposal is to provide all legal services contemplated by the Work. In order to provide additional value to the Company, our cost proposal includes three categories of work with distinct cost features. The three categories of work for which we propose separate alternative fee arrangements are: (1) discounted hourly rate work for specific identified legal tasks; (2) a flat monthly fee arrangement for advisory project management and general counsel services; and (3) a flat monthly fee for corporate transaction services and related litigation. The Firm's fees will be based upon actual time expended by attorneys and paralegals as specified below. All time for services will be fully described and billed monthly in increments of 1/10 of an hour. Payments will be expected within 30 days of receipt of our monthly invoice. The following are the details of the proposed arrangement: *Financial Terms, Discounted Hourly Rate Services.* 15% discount to the standard hourly rate of the Firm's attorneys working on the engagement with respect to legal tasks. (Hourly rates of Allan Schiller are \$450.00; hourly rates of partners and associates are \$350.00 and \$300.00, respectively; and hourly rates for paralegals are \$150.00). Such rates would not be subject to any increases in the Firm's hourly rates through the time of signing.

Advisory Project Management and General Counsel Services. This category of services would include business intelligence and due diligence/risk management services, and general tax and real estate advisory services. Generally, Allan Schiller and the Firm's attorneys will assist the Company in the acquisition of business intelligence and relate due diligence it needs to make informed decisions when entering new markets or contemplating new deals. The Firm's investigative due diligence provides multi-sourced information as well as the cultural context that is crucial in a global economy for understanding the true level of risk and tax implications involved. Allan will devise a comprehensive tax risk management plan and will carefully structure related financial reporting requirements for ongoing project management and due diligence services.

Corporate Transaction and Litigation Services. This category of services would include negotiating and drafting core agreements, and any related litigation that may occur. Allan Schiller would

coordinate all aspects of the Firm's team activities, and would provide accountability on quality, results and customer service. Allan would then coordinate the Firm efficiently and effectively and would draw on his extensive experience in taxation matters to counsel the Company on a broad scope of matters.

Expenses

Disbursements to outside vendors are charged at actual cost. We have negotiated preferred pricing arrangements with vendors which we pass on to our clients. In the appropriate circumstances, we would use the vendors designated by the Company.

C. ADDITIONAL PROPOSAL CONTENTS

Conflicts of Interest

The Firm has conducted a conflicts check on potential conflict of interests and has currently identified no ethical conflicts to performing the legal work contemplated by the Company.

Proposer Disclaimer

The undersigned agrees and understands that this proposal and all attachments submitted herewith constitute merely an offer to negotiate and is not a bid. Submission of this proposal and all attachments shall not obligate or entitle the proposing entity to enter into a legal services agreement, and the recipient acknowledges and agrees that the Company is not obligated to respond to this proposal nor is it legally bound in any manner whatsoever by the submission of the same. In closing, it gives us great pleasure to submit this proposal. As a progressive, modern firm we believe our collective talent, experience and drive will produce the right results to benefit the Company for years to come. Should you or any of your staff have any questions or comments regarding the proposal, please feel free to contact me at your convenience.

Submitted By:

Alan Schiller, Chairman and Managing Partner
Schiller Law Group, P.C.
675 3rd Ave, Suite#2400
New York, New York 10017
Phone: 212-768-8700
E-mail: as@asfirm.com