

FOCUSED ON WHAT
MATTERS TO YOU

2012 YEAR IN REVIEW





FOCUSED ON WHAT MATTERS TO YOU

Legal issues can be a difficult distraction. Your goal is to obtain clarity and frame the right outcome. **Clients ask us to help them see the big picture and handle the details.** Our broad perspective and deep experience gives us the ability to spot opportunity when it appears and capture it when the time is right.

FROM OUR NEW CHAIRMAN

As the new Chairman and CEO of Roetzel, I am pleased to present you with our 2012 Year in Review. As you will see throughout this piece, our firm has spent the past year focusing on what is important to you, our clients and friends.

At the beginning of 2012, we reviewed our strategy for firm growth, client service, and alignment with key industries. We also embarked upon a rebranding effort in order to better define who Roetzel is and how we do things differently.

FOCUSED ON WHAT MATTERS TO YOU

In this ever-evolving business environment, Roetzel has invested in technology and hired additional attorneys in order to improve client service and offer additional capabilities in areas that affect either you or your business.

We are focused on what matters to you – acting as a business advisor to identify risks and opportunities, set strategic goals and move forward to meet your objectives.

FOCUS ON STRATEGIC GROWTH

Roetzel has experienced growth across the entire firm in the past 12 months, specifically in our Florida and Chicago offices. With the arrival of key laterals, we are even better poised to provide the best client service in the areas of intellectual property, financial services, compliance, litigation, real estate, bankruptcy, creditors' rights and white collar criminal defense.

FOCUS ON THE COMMUNITY

Roetzel prides itself on giving back to its office communities. We encourage our attorneys and staff to get involved in local organizations and by doing so we strengthen our connection to the neighborhoods we proudly call home.

As we look back at 2012 and reflect upon all that has made our firm successful – our first priority is to thank you, our clients, for putting your constant faith in us.

Wishing you a successful 2013.

Very truly yours,

Jeffrey J. Casto
Chairman and CEO

Roetzel & Andress
A Legal Professional Association





We are a dynamic law firm that adapts to change and forges new paths to meet your needs. **Clients expect rapid response, solid advice and clear understanding of business goals.** We deliver this with fresh, innovative thinking, never fearing to defy convention.

GOING
AGAINST THE
CURRENT
WHEN
NEEDED

FOCUS ON CLIENTS

WHAT MATTERS

In the past year, Roetzel placed a strong focus on growing key practices and industries in an evolving business environment. Our goal is to stay on top of current trends, ensuring our expertise in advising clients on legal and business decisions. In 2012, we assisted clients with issues and strategies involving health care reform, corporate compliance, oil and gas/hydraulic fracturing, banking and finance, and many more. At Roetzel, we focus on your industry to help you achieve your goals.

FOCUS » Our Government Relations attorneys were retained by **a Fortune 500 company** to review its Foreign Corrupt Practices Act (FCPA) compliance program.

RESULTS » Those attorneys discovered an FCPA violation that had been committed by an employee in a recently acquired division of the company. Though ultimately liable for the employee's actions under the FCPA, the internal investigation (which was conducted with the assistance of Roetzel compliance experts) resolved the issue without any negative impact to the company.

FOCUS » Our White Collar Crime attorneys assembled a team to advise **a company which was under investigation by the FCC** for an alleged violation of the False Claims Act.

RESULTS » The Roetzel team reviewed over one million pages of documents in 30 days and was then able to develop an organized and thorough response to convince the governmental agency and criminal enforcement team to decline any further pursuit of the matter.

FOCUS » Our Business Services attorneys **helped an international company design and implement a process for assessing corporate compliance** by its business partners and vendors throughout North and South America.

RESULTS » Our attorneys and Practice Support team helped the company develop and send risk-specific survey questions to the appropriate people and then analyze the results. Those results, presented in a matrix format, highlighted areas of greatest risk for the company and allowed the company to prioritize compliance actions to be taken in the future. The results also helped the company identify those employees, business partners, and vendors for whom further training would be most helpful in minimizing risks, and were relied upon by the company in revising its training methods for employees, business partners, and vendors.

THE SCOPE AND DEPTH OF OUR
INDUSTRY EXPERIENCE SPANS ACROSS
MANY OF OUR PRACTICE AREAS.



COMMITMENT TO EXCELLENCE

Successful partnerships require mutual respect, a shared understanding of expectations, and a steadfast commitment to achieving the goal. Our commitment to excellence in client service includes investing the time to listen to our clients and thoroughly understand not just their legal issues, but also their organizational structure and business goals.

FOCUS » Our attorneys **appealed a federal court judgment for sanctions and damages against a corporate client** and its owner.

RESULTS » They contested the \$3 million damage award, arguing that the business owner should at most be liable for only the \$5,000 sanction assessed against the client for a mere technical violation of an injunction. The Sixth Circuit Court of Appeals agreed and reversed and vacated the \$3 million judgment against the client, leaving only the \$5,000 sanction in place.

FOCUS » Our Business Litigation attorneys defended **a beer distributor** in federal court to prevent the termination of his franchise agreement by one of the nation's largest beer makers. The franchisee joined with other distributors in Ohio to challenge the beer maker's action.

RESULTS » Our attorneys obtained a favorable decision on behalf of all of the distributors from the United States Court of Appeals for the Sixth Circuit that protected the franchisees from the loss of their franchise rights. The decision, which has been published, established new precedent under the Ohio Alcohol Beverages Franchise Act that will minimize future attempts to terminate existing franchise agreements.

FOCUS » Our Business Litigation attorneys moved to dismiss post-judgment proceedings in Illinois against **11 Delaware entities**. The proceedings were instituted by an Illinois bank that held a judgment against an individual. The bank sought to enforce the judgment via turnover and charging orders against the judgment debtor's interests in the Delaware entities.

RESULTS » Our attorneys argued that the Illinois court did not have jurisdiction over the Delaware entities because they did not conduct any business or have any offices or employees in Illinois. The court eventually agreed, and dismissed all of the Delaware entities from the proceedings.

FOCUS » Our Products Liability attorneys represented **the country's largest food and vegetable processor** in a lawsuit brought by a person against them. The person claimed to have suffered damages from consuming an allegedly adulterated food product.

RESULTS » Our Products Liability attorneys persuaded opposing counsel to dismiss the South Carolina lawsuit.

FOCUS » Our Products Liability attorneys defended **a leading producer, marketer and distributor of high-quality branded food products** in a non-jury trial in Florida.

RESULTS » The case was brought by a person who claimed to have been injured by adulterated food products. The court issued a verdict in favor of the company.

"I CAN'T BEGIN TO TELL
YOU HOW GOOD THEY ARE.
COOL UNDER PRESSURE,
EXPERIENCED, KNOWLEDGEABLE
AND HIGHLY RESPECTED."

— CONFIDENTIAL CLIENT
FROM *CHAMBERS USA 2012*, THE CLIENT'S GUIDE



Blindsided by the unexpected? You can count on our experienced legal team to provide you with reliable advice. **We want you to make sound, informed decisions.** Our attorneys thrive on your challenges and will provide you with a road map to success.

PROVIDING GUIDANCE THROUGH TWISTS AND TURNS

FOCUS >> Our Securities attorneys represented **a publicly owned multi-channel retailer of licensed sports products** that was acquired by a privately owned leading online seller of licensed sports products.

RESULTS >> The complex transaction involved a cash purchase of all of the public company's outstanding shares. The transaction had an enterprise value of approximately \$180 million.

FOCUS >> Our Financial Institutions attorneys represented **a former director of an Illinois bank** in an FDIC investigation and in a subsequent FDIC claim lodged against the entire board of directors. The FDIC claimed the board committed gross negligence in managing the bank's investment portfolio, thus causing the bank to fail. The board cited unforeseeable market conditions as the true cause of the bank's failure.

RESULTS >> Our attorneys took a lead role in getting the claim submitted to mediation rather than litigation. The FDIC demanded more than \$90,000,000 at the outset of the mediation. During the mediation, our attorneys convinced the FDIC to settle for \$4,095,000, all of which, plus the cost of defense, was paid by the board's directors and officers insurance policy. That payment did not exhaust the policy limits. No director or officer was required to pay any monies personally for the settlement or for the defense. The insurance carrier initially declined to advance the cost of defense or provide any indemnity coverage. This is reported to be one of the best settlements during the current banking crisis on behalf of directors and officers in an FDIC claim situation.

INNOVATIVE APPROACH

We encourage our attorneys to think like our clients – with business minds, ready to embrace new challenges and implement innovative approaches.



YOUR SUCCESS IS OUR GOAL

At Roetzel, working with our clients to achieve successful results is our primary goal. Whether the issues are complex and compelling or routine, our attorneys provide a broad scope of experience and resources to fulfill our clients' legal needs.

FOCUS » Our Bankruptcy and Creditors' Rights attorneys **represented a bank that made loans and issued a letter of credit for a group of affiliated borrowers** with respect to an industrial revenue bond that involved one of the local communities. One of the borrower companies was about to be sold to an unrelated company that did not want to be obligated for the letter of credit and bond issue or the loans.

RESULTS » Our attorneys worked with the bond trustee, bond counsel and the affected community to have that particular borrower released without disturbing the bond issue. They then restructured the loan with the remaining borrowers, all on a very expedited schedule.

FOCUS » Our Financial Institutions attorneys **represented the special servicer for a trust** that held Commercial Mortgage Backed Securities. One of the mortgages was against a mobile home park in Broward County, Florida. The park was owned by a co-op. All of the members of the co-op were senior citizens. The special servicer sought to foreclose the mortgage and the appointment of a receiver. This was met by a maelstrom of publicity and resistance from the tenants and co-op members.

RESULTS » Our attorneys faced numerous issues as to the trust's ownership of the note and the negotiability of that note. We also faced issues over the ownership and sale of such unique real property. Our attorneys convinced the court to grant the special servicer's motion for summary judgment of foreclosure, after which the parties were able to negotiate a settlement through mediation.

FOCUS » Our Public Finance attorneys **acted as bond counsel for a state university** in connection with a campus-wide building and infrastructure project.

RESULTS » With the guidance of our attorneys, the university issued \$170 million of tax-exempt bonds to finance the project. The monies raised will support the construction of new and renovated facilities for the College of Arts and Sciences, College of Technology and Engineering, College of Architecture and Environmental Design, and other improvements across the campus.

FOCUS » Our Environmental Law attorneys represented **a major food products manufacturer** in connection with the expansion of its headquarters facility.

RESULTS » The Army Corps of Engineers informed the manufacturer that the construction project was impacting wetlands and issued a cease and desist order to halt the project. The manufacturer retained Roetzel to help resolve the alleged violations and obtain the necessary permits. After extensive negotiations, the alleged violations were resolved and the permits were obtained.

FOCUS » Our Environmental Law attorneys represented **a telecommunications company** in a dispute with a city over the construction of an access road and communications tower.

RESULTS » The city cited the company for clearing trees, damaging wetlands and conducting work within a riparian setback without a permit. The city shut down the project and issued a \$300,000 penalty demand. Roetzel negotiated with the city and obtained the permits, allowing the project to proceed to completion prior to the expiration of the company's capital appropriation for the project.

Clients demand value. Your bottom line matters, and we strive to provide the best possible services for your money. Watch your business thrive and grow to new heights when you invest in our experienced team.

CREATING
VALUE SO
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FOCUS » Our Environmental Law attorneys represented **a company in an air contamination dispute** with the Ohio Environmental Protection Agency. Following an inspection, the Ohio EPA issued citations to the company for air-permitting violations.

RESULTS » Roetzel hired an air-permitting consultant and audited the air contaminant sources at the facility. Roetzel used the results of the audit to convince the EPA that the company had not committed any violations. The Ohio EPA re-permitted the company's Ohio facility and the company avoided paying any fines or penalties.

FOCUS » Our Intellectual Property attorneys reviewed intellectual property provisions in a proposed licensing agreement between **two publicly traded pharmaceutical companies.**

RESULTS » Our attorneys found that, as originally written, the proposed agreement would have left future intellectual property and clinical trial data outside the scope of the license. We then amended the agreements to address those omissions.

FOCUS » Our Intellectual Property attorneys provided guidance to the **creator of a consumer product** who wanted to license the product to a company with greater distribution capabilities.

RESULTS » Our attorneys saw that the original terms of the deal would have destroyed the creator's trademark rights in the product. They restructured the transaction to protect those rights and were also able to recover some of the creator's initial capital investment. By doing so, they turned a one-sided proposal into a win-win transaction.

FOCUS » Our Medical Defense attorneys defended **a hospital in a lawsuit that accused the hospital of malpractice.** After a two-week trial, the jury rendered a unanimous verdict in favor of the hospital. That verdict was reversed by a Court of Appeals.

RESULTS » Our appellate attorneys took the case to the Ohio Supreme Court, which reversed the Court of Appeals and reinstated the original jury verdict in favor of the hospital.

FOCUS » A team of attorneys from our Real Estate, Land Use, Business Services, and Public Law groups helped **a real estate developer** acquire and rejuvenate a failed residential development project in Southwest Florida.

RESULTS » The original developer was a national homebuilder that put \$200 million into the project, which ended up in bankruptcy. Our team helped the client devise and implement a strategic plan that ultimately enabled it to successfully launch the project on the leading edge of economic recovery in Southwest Florida.

FOCUS » Our Construction Law and Business Law attorneys **represented a large U.S. corporation in its efforts to construct a \$100 million power plant facility** in Colombia, South America.

RESULTS » Our attorneys counseled the corporation through complex contract negotiations in both the U.S. and Colombia, and helped to draft engineering, procurement and construction contracts. We also addressed tax issues, insurance issues, and import and export laws; and worked with local counsel in Colombia to negotiate through local Colombian laws on behalf of the client.



A DYNAMIC LAW FIRM

As Roetzel has evolved over the years, one thing remains constant...we are a dynamic law firm that adapts to change and continues to look toward the future as both entrepreneurial owners of our firm and trusted advisors to our clients. We remain dedicated to maintaining a focus on meeting our clients' legal needs and delivering the superior service they expect.

FOCUS >> Our Employment Services attorneys **defended an employer in a lawsuit filed by a former employee** who had been injured on the job, returned to work, and was later terminated for cause.

RESULTS >> The former employee accused the employer of harassment and discrimination and demanded \$2.3 million in damages. We asked the court to dismiss all of the claims on summary judgment. This prompted the former employee's counsel to ask for mediation rather than risk losing the whole case on summary judgment. During the mediation process, we were able to settle the claim for a small fraction of the initial demand.

FOCUS >> Our Employee Benefits attorneys drafted a retirement plan for a long-term executive and business owner of **a printing company**.

RESULTS >> The retirement plan ensured favorable tax treatment for all parties, while still providing the next generation of company executives with the financial resources needed to continue to grow the company.

FOCUS >> Our Transportation Law attorneys defended **a major commercial airline** in a lawsuit alleging damage to baggage.

RESULTS >> We convinced the court that the suit should be dismissed based upon an international treaty. The early dismissal saved the airline the costs that would have been associated with discovery and prolonged litigation.

FOCUS >> Our Litigation attorneys defended the president of **a nationwide document preservation company** and two of the company's subsidiaries in a lawsuit claiming damages of nearly a million dollars.

RESULTS >> Roetzel convinced the court to dismiss the claims against the company president and one of the subsidiaries. Later, we convinced the court to grant summary judgment in favor of the other subsidiary, resulting in a complete victory for our clients.

FOCUS >> Our School Law attorneys worked with **a state college** and other stakeholders in the development of a technology-focused continuing education program.

RESULTS >> Our attorneys assisted in the development of the School Technology Integration Certification Program ("STIC"). They also helped develop the coursework related to legal issues. Through these continuing education programs, school administrators and teachers gain a comprehensive understanding of what technology is, how technology works, and how technology can be integrated into student instruction and school operations.

ROETZEL FOCUSES ON WHAT MATTERS
TO YOU. AS YOUR BUSINESS PARTNER,
WE ARE INVESTED IN FINDING INNOVATIVE
WAYS TO HELP YOU ACHIEVE YOUR
BUSINESS GOALS.

FOCUS ON **COMMUNITY**

At Roetzel, we seek out and embrace opportunities to partner with local community organizations. Being a part of and giving back to our neighborhoods and nonprofits has always been an important part of who we are. In 2012, Roetzel proudly supported many charitable and community organizations, including:

- American Red Cross
- Arthritis Foundation
- Alzheimer's Community Care
- Bittersweet Autism Foundation, Inc.
- Boys and Girls Club
- The Buoniconti Fund to Cure Paralysis
- Community Legal Aid
- Easter Seals Florida
- Florida Gulf Coast University Foundation
- Friends of Foster Children
- Greater Cleveland Sports Commission
- Habitat for Humanity
- Harvest for Hunger
- Humane Society of Greater Akron
- Junior Achievement of Southwest Florida
- Juvenile Diabetes Research Foundation
- Kids Voice
- Literacy Volunteers of Collier County
- MedWish International
- Mundt Cardiology Endowment Fund
- Naples Equestrian Challenge
- OhioHealth Foundation
- Pathway Caring for Children
- Prevent Blindness Ohio
- Summa Foundation
- Susan G. Komen Race for the Cure
- United Way

ROETZEL GIVING BACK

Roetzel is known for its commitment to the communities we serve. Our attorneys and staff actively contribute to philanthropic causes by serving on professional, community, and nonprofit boards, and as community volunteers. Whether this means chairing a fundraiser for a local charity, buying and wrapping gifts for less fortunate families during the holiday season, or refurbishing an inner-city house, our people are dedicated to investing their time and talents to these endeavors.

FOCUS ON **GROWTH**

In 2012, we invested in our future with the addition of 21 new partners and associates. We attracted some of the legal industry's top practice area leaders, bolstering our experience in many key areas including banking and financial services, business litigation, bankruptcy and creditors' rights and intellectual property law. We also grew geographically, moving to a larger space in Chicago to accommodate the doubling in size of our year-old Chicago office and expanding our numbers across Florida. Our steady growth enabled us to better serve our clients, giving us both greater depth and a broader reach, while maintaining our philosophy of innovation, integrity and excellence in practice.

FOCUS ON **CLIENT EDUCATION**

Communication and education are key components of any relationship, and we are passionate about providing both to our business partners and clients. Over the past year Roetzel presented multiple opportunities for professional growth and networking through our educational and informational seminars, newsletters, and blogs.

CLIENT ALERTS

Compliance
Employment
Health Care
School Law
Tax Law

SEMINARS

Executive and Corporate Counsel Forums
Employment Law Updates
Community Association Law Group Seminars
Medical Defense Group Seminars
Hydraulic Fracturing Seminar

NEWSLETTERS & BLOGS

Environmental News
Business Advocate
IP Circular
Government Relations Update
Community Association Law Legislative Update
Moving Forward – Transportation Newsletter
"Great Work!" Employment Law Blog
"Franchise Follow-Up!" Franchise Law Blog



FOCUS ON **RANKINGS & AWARDS**

RANKED AMONG BEST LAW FIRMS

“We are gratified to once again be chosen as one of the nation’s top law firms. Our rise to a national ranking in three additional areas of practice this year serves to underscore our continuing commitment to provide our clients with superior service across a broad range of legal disciplines. We are enormously proud to be held in such high esteem by our clients and peers.”

– JEFFREY J. CASTO, CHAIRMAN, CEO
COMMENTING ON ROETZEL’S 2012–2013
RANKING IN *U.S. NEWS & WORLD REPORT*

GO-TO LAW FIRM

Our firm was selected by in-house counsel at Fortune 500 companies as a 2012 “Go-To Law Firm” for Commercial Litigation.

U.S. NEWS & WORLD REPORT – BEST LAW FIRMS

Roetzel received premier distinctions in six categories and was recognized in 19 additional areas of practice in the 2012-2013 Best Law Firms list, published by *U.S. News & World Report* in conjunction with Best Lawyers.

THE NATIONAL LAW JOURNAL ACCOLADES

Roetzel ranked #188 in *The National Law Journal’s* “2012 NLJ 250” annual list of the nation’s 250 largest law firms.

Our firm was also ranked by The NLJ as a 2012 “Midwest Top Law Firm”.

CHAMBERS USA

In 2012, *Chambers USA* once again identified Roetzel as a “Leading Law Firm”, this time in the areas of Litigation and Environmental, Energy and Health & Safety. Five Roetzel partners were also individually recognized as “Leaders in their Field”.

GLOBAL AWARDS FOR LEGAL EXCELLENCE

Roetzel was awarded “2012 Business Litigation Firm of the Year in Ohio” by the *Corporate INTL Magazine* Global Awards for Legal Excellence.

MIDWEST REAL ESTATE NEWS “BEST OF THE BEST”

Our Real Estate Group was recognized by *Midwest Real Estate News* as one of the “2012 Best of the Best” law firms in the Midwest for the eighth consecutive year.

BEST LAWYERS IN AMERICA

Best Lawyers in America recognized 72 Roetzel attorneys firm wide, an 18% increase from last year’s ranking.

SUPER LAWYERS

Super Lawyers magazine annually recognizes attorneys in each state for their high degree of professional achievement and peer recognition. This past year Roetzel had a combined, firm-wide total of 81 attorneys ranked as “Super Lawyers” or “Rising Stars”.

CLEVELAND OFFICE RECOGNITION

Our Cleveland office is proud to be named one of the “2012 Top Workplaces in Northeast Ohio” by *The Plain Dealer*. This is the third year in a row we’ve achieved this honor.

Our Cleveland office was “green certified” by the Cleveland Metropolitan Bar Association (CMBA), a certification they have maintained since the inception of the program in 2009.

TOP 100 LAW FIRMS

Roetzel was named among the top 100 law firms by Attorneys’ Title Fund Services, LLC. The list recognizes top-tier firms for their commitment to clients and to The Fund. Roetzel has been consistently recognized among The Fund’s top law firms for over 10 years.

OUR OFFICES

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