



**MORRISON**

**FOERSTER**

Securities Litigation and Enforcement  
White-Collar Criminal Defense

CHRIS DEWEES  
Chief Legal Officer  
JDS UNIPHASE

*“Morrison & Foerster confirmed its well-deserved reputation for outstanding litigation leadership, subject-matter expertise, and deep bench strength in the defense of our six-year securities class action and ultimate victory at trial. We placed our company’s future in their capable hands and would not hesitate to do so again.”*

LINDA DRUCKER  
Vice President & Associate General Counsel  
CHARLES SCHWAB & CO.

*“Our lawyers must have a deep understanding of our complex regulatory environment. Morrison & Foerster has the right expertise, gets great results, and helps us succeed.”*

NORMAN M. BROTHERS, JR.  
Vice President, Litigation  
UNITED PARCEL SERVICE (UPS)

*“Morrison & Foerster has represented UPS in significant, high-stakes litigation, including class actions. They work seamlessly as a team, across domestic and international offices, and have consistently delivered world-class results. For example, Morrison & Foerster negotiated an agreement with [former] New York Attorney General Eliot Spitzer that resolved an investigation; the Attorney General’s press release praised UPS. That is an example of a world-class result.”*

# Our Practice

Our Securities Litigation, Enforcement, and White-Collar Criminal Defense Group is a national leader in defending corporations and executives in securities and white-collar criminal matters. We have a proven record of success for our clients and a stellar reputation for effective client service.

Many of our lawyers have been recognized by publications like *Chambers USA*, *Chambers Global*, and *The Best Lawyers in America*, and honored by organizations like the American College of Trial Lawyers.

Since 2004, the firm as a whole has been on *The American Lawyer's* "A" List, and in 2008, made the "Honor Roll" for "Litigation Department of the Year." In 2007, *Chambers USA Guide to America's Leading Lawyers for Business* recognized our expertise in Securities Litigation, Regulatory Enforcement, and White-Collar Crime, and *Legal 500* recommended us for Securities Shareholder Litigation.

Our lawyers have decades of experience in securities and criminal cases. Many are former federal or state prosecutors or top Securities and Exchange Commission enforcement lawyers. In all, we have more than 150 lawyers around the world focusing on securities litigation and white-collar matters. We also have a unique in-house forensic accounting services group that provides invaluable assistance in securities cases and investigations.

We practice in four primary areas:

## PRIVATE SECURITIES LITIGATION

We have defended hundreds of the world's best-known corporations and their officers and directors in securities class actions throughout the U.S. We have won through dismissals (many of which were voluntary), summary judgments, and jury trials. In 2007, we won a jury verdict in a bet-the-company case seeking \$20 billion in damages and accusing JDS Uniphase and three of its former senior officers of securities fraud and insider trading. We have also defended numerous companies and their officers and directors in federal and state derivative actions, in corporate governance cases brought in Delaware Chancery Court, and in other types of private securities

cases and arbitrations. We continue to be a leader in option backdating matters, and have assisted a wide range of clients with the legal challenges sparked by the mortgage lending industry crisis.

## SECURITIES ENFORCEMENT

Hundreds of companies and individuals have turned to us to defend them in investigations and enforcement proceedings brought by the Securities and Exchange Commission and State Attorneys General. We regularly appear in state and federal court, in SEC administrative proceedings, and in regulatory hearings before the NASD and NYSE (now FINRA) and similar organizations. We try cases and win them.

## INTERNAL INVESTIGATIONS

The directors of many of the world's best-run companies have asked us to conduct sensitive internal investigations. We have the experience and expertise to assist audit committees and directors in investigating a wide variety of alleged wrongdoing, including financial statement fraud, stock option grant irregularities, money laundering, foreign corrupt practices, violations of internal controls, and insider trading.

## WHITE-COLLAR CRIMINAL DEFENSE

We represent corporate and individual clients before grand juries, the Department of Justice, State Attorneys General, congressional and state legislative committees, and a wide variety of other federal, state, and foreign enforcement and investigatory agencies. Our lawyers' experience runs the full gamut of business-related criminal matters: antitrust, banking, bribery, campaign finance, customs, economic espionage, energy, false claims act, false statements to the government, health care, mail and wire fraud, money laundering, RICO, securities, tax, and trade secrets. We have represented clients in many of the major and public criminal matters of the last decade, such as Adelphia, Arthur Andersen, Tyco, ImClone, EMD Serono, Halliburton, Hewlett-Packard (Patricia Dunn), Westar, America Online, and Freddie Mac.

## SUCCESSFUL TRIAL VERDICTS

*In re JDS Uniphase Securities Litigation*  
(company and former officers)  
(U.S. District Court)

*U.S. v. Bruens et al.*  
(former sales executive of EMD Serono) (U.S.  
District Court)

*Perlegos v. Atmel*  
(company and directors)  
(Delaware Chancery Court)

## VOLUNTARY DISMISSALS

American Pharmaceutical Partners

American President Companies

deCODE Genetics

The Hartford

*U.S. v. Kayoko Kimbara*  
(post-doctoral research fellow of  
Harvard Medical School)

*People v. Patricia Dunn*  
(former chairwoman of Hewlett-Packard)

Novellus

ONI Systems

Oracle

CEO of TenFold

Titan Pharmaceuticals

Ultratech

Ungerman-Bass Networks

Verio

Yahoo!

## SUCCESSFUL MOTIONS TO DISMISS

Atmel

Bradley Pharmaceuticals  
(directors and officers)

Calpine

Capital One

Centra Software

Cogent Capital

Ditech Networks

Fine Host

Madge Networks

*U.S. v. Robert Hitt*

(China program director of McDonnell Douglas)

McKesson

(company and outside directors)

Merrill Lynch

Metromedia Fiber Networks  
(directors and officers)

Nellcor Puritan Bennett

Razorfish

Scios Nova

Solutia

TenFold

Transitional Hospitals

Valence Technology

Versant Object Technology

Women.com

Yahoo!

## SUCCESSFUL SUMMARY JUDGMENT MOTIONS

The Clorox Company

New World Pictures

Oracle

Tandem Computers

# Our Successes

## WINNING MATTERS

We have an impressive record of success in the most difficult matters. Of course, many of our best achievements – like completing sensitive internal investigations, or persuading a U.S. Attorney or Securities and Exchange Commission enforcement attorney not to commence proceedings – cannot be made public. But we excel at getting the best results in the shortest time in the most effective way.

A sample of recent successes appears on the opposite page. Of particular note are the following high-profile victories:

*In re JDS Uniphase Securities Litigation* (N.D. Cal. 2007) (won jury defense verdict on behalf of JDS Uniphase and three former officers in a class action seeking \$20 billion for securities fraud and insider trading).

*U.S. v. Bruens* (D. Mass. 2007) (won jury defense verdict on behalf of former pharmaceutical sales executive of EMD Serono in a criminal case charging conspiracy and violations of the federal Anti-Kickback Statute).

*People v. Dunn* (Santa Clara County Superior Ct., Cal. 2007) (convinced judge to throw out felony charges against Patricia Dunn, former chairwoman of Hewlett-Packard, relating to aggressive tactics in probing boardroom leaks).

*The National Law Journal* listed both *Bruens* and *Dunn* in its July 2007 “Defense Hot List.” And *American Lawyer* featured *JDSU* among its February 2008 “Big Suits,” the *Daily Journal* placed *JDSU* first on its list of “Top 10 Defense Verdicts for 2007,” and *California Lawyer* named the partners leading *JDSU* as 2008 “Attorneys of the Year.”

We have also been a major influence, at the appellate court level, in the development of key securities and white-collar criminal law doctrines:

*Jacobs v. Yang*, 2004 Del. Ch. 117 (Del. Ch. 2004), *aff’d*, 2005 Del. LEXIS 38 (2005) (Yahoo! directors disinterested even though company’s success supposedly dependent on two insider defendants).

*Nolte v. Capital One Financial Corp.*, 390 F.3d 311 (4th Cir. 2004) (government-required changes to a company’s business do not establish that prior company statements about the adequacy of past conduct were false).

*Employers Teamsters Local Nos. 175 & 505 Pension Trust Fund v. The Clorox Co.*, 353 F.3d 1125 (9th Cir. 2004) (warnings need not accompany oral forward-looking statements under Private Securities Litigation Reform Act for statements to fall under the PSLRA’s safe harbor).

*In re Versant Object Technology Corp.*, 2003 U.S. App. LEXIS 1539 (9th Cir. 2003) (failure to plead facts showing deliberate recklessness causes dismissal under PSLRA).

*Brody v. Transitional Hospitals Corp.*, 280 F.3d 997 (9th Cir. 2002) (shareholders who sell their stock two months after an insider sells have no standing to bring federal insider trading claims).

*Kane v. Madge Networks*, 2002 U.S. App. LEXIS 5204 (9th Cir. 2002) (failure to plead specific details about defendants’ knowledge causes dismissal under PSLRA).

*SEC v. Credit Bancorp*, 290 F.3d 80 (2d Cir. 2002) (approving equitable plan of distribution to victims of Ponzi scheme).

*Ronconi v. Larkin*, 253 F.3d 423 (9th Cir. 2001) (suspicious stock sales by one insider not sufficient to support an inference of fraud).

*United States v. Hitt*, 249 F.3d 1010 (D.C. Cir. 2001) (rare dismissal of criminal conspiracy charge based on statute of limitations).

# Our Lawyers

We have lawyers throughout the country and throughout the world who specialize in securities litigation, enforcement, and white-collar criminal defense matters.

A hallmark of our practice is how attorneys in various offices work together seamlessly across states and across countries to achieve the best results for our clients.

## NEW YORK



Jack C. Auspitz   Matthew D'Amore   Stefan W. Engelhardt   Grant J. Esposito   Lawrence Gerscher   Joel C. Haims   Mark P. Ladner   J. Alexander Lawrence   Jamie A. Levitt



Carl H. Loewenson, Jr.   Mark D. McPherson   Michael B. Miller   Thomas M. Mueller   Dennis P. Orr   Anthony M. Radice   William R. Wade-Gery   Rachel M. Wertheimer   Ronald G. White

## SAN FRANCISCO



James P. Bennett   Philip T. Besirof   James J. Brosnahan   Cedric C. Chao   S. Raj Chatterjee   Jordan Eth   Dorothy L. Fernandez   Paul Flum   Stephen P. Freccero



Paul T. Friedman   Terri Garland   Melvin R. Goldman   George C. Harris   Raymond Hasu   Melissa A. Jones   Lawrence R. Katzin   Judson E. Lobdell   Jack W. Londen



Craig D. Martin   Mia Mazza   Annemarie C. O'Shea   Peter J. Pfister   Stuart C. Plunkett   D. Anthony Rodriguez   Anna Erickson White

LOS ANGELES



Jerome H. Craig Benjamin J. Fox Dan Marmalefsky Mark R. McDonald Charles E. Patterson Robert S. Stern

PALO ALTO



Eugene Illovsky Sunil R. Kulkarni Kenneth A. Kuwayti Erik J. Olson Darryl P. Rains Bryan Wilson

SAN DIEGO



Eric M. Acker Kimberly S. Greer Sean T. Prosser

WASHINGTON, D.C.



Stephen M. Colangelo Adam S. Hoffinger Bradley S. Lui Robert A. Salerno

DENVER



Randall J. Fons Steven M. Kaufmann

LONDON



Alan Owens, Kevin Roberts Jonathan Wheeler

BRUSSELS



Rony Gerrits Laurie Hand

BEIJING



Michael Vella

SHANGHAI



Charles C. Comey

HONG KONG



Paul W. Boltz, Jr.

TOKYO



Kei Amemiya Mark Danis Daniel Levison

# Our Awards

Our lawyers are consistently rated as among the best in the United States and throughout the world. Close to one hundred of the firm's lawyers are ranked as "Best Lawyers in America," over fifty are ranked as

leading attorneys by *Chambers USA*, and over thirty are recommended as leading lawyers by *Chambers Global*.

Many prestigious organizations and publications confirm that our group's lawyers are at the top of their profession.

## AMERICAN COLLEGE OF TRIAL LAWYERS

James Bennett  
James Brosnahan  
Melvin Goldman  
Charles Patterson

## AMERICAN BOARD OF TRIAL ADVOCATES

James Bennett  
James Brosnahan  
Charles Patterson

## BEST LAWYERS IN AMERICA

Jack Auspitz  
James Bennett  
James Brosnahan  
Jordan Eth  
Paul Friedman  
Melvin Goldman  
Adam Hoffinger  
Steven Kaufmann  
Carl H. Loewenson, Jr.  
Jack Londen  
Dennis Orr  
Charles Patterson  
Anthony Radice  
Darryl Rains

## BENCHMARK: AMERICA'S LEADING LITIGATION FIRMS AND ATTORNEYS

Jack Auspitz  
James Brosnahan  
Grant Esposito  
Melvin Goldman  
Mark Ladner  
Jack Londen  
Dennis Orr

## CHAMBERS USA: AMERICA'S LEADING BUSINESS LAWYERS

Jack Auspitz  
James Bennett  
James Brosnahan  
Cedric Chao  
Grant Esposito  
Jordan Eth  
Melvin Goldman  
Carl H. Loewenson, Jr.  
Dennis Orr  
Darryl Rains

## CHAMBERS GLOBAL: WORLD'S LEADING BUSINESS LAWYERS

Charles Comey  
Mark Danis

## PLC CROSS-BORDER WHICH LAWYER?

Charles Comey

## PLC GLOBAL COUNSEL

Kei Amemiya  
Charles Comey

## TOP CRIMINAL DEFENSE LAWYERS (U.S. LAWYER RANKINGS)

James Brosnahan

## TOP SECURITIES LITIGATORS (SAN FRANCISCO DAILY JOURNAL, SAN FRANCISCO MAGAZINE)

Jordan Eth  
Melvin Goldman  
Darryl Rains

## CALIFORNIA LAWYER ATTORNEYS OF THE YEAR

James Bennett  
Jordan Eth  
Terri Garland

## SUPER LAWYERS®

Eric Acker  
Jack Auspitz  
James Bennett  
James Brosnahan  
Annette Carnegie  
Cedric Chao  
Grant Esposito  
Jordan Eth  
Paul Flum  
Stephen Freccero  
Paul Friedman  
Melvin Goldman  
George Harris  
Adam Hoffinger  
Steven Kaufmann  
Kenneth Kuwayti  
Mark Ladner  
Jamie Levitt  
Carl H. Loewenson, Jr.  
Jack Londen  
Dan Marmalefsky  
Mark McDonald  
Thomas Mueller  
Erik Olson  
Dennis Orr  
Charles Patterson  
Anthony Radice  
Darryl Rains  
Robert Stern  
Bryan Wilson

# Our Resources

Many firms claim to represent clients effectively. Few, however, have the experience, resources, and global presence to back up that claim. We do.

## PAST GOVERNMENT EXPERIENCE

Many of our partners are former federal or state prosecutors or senior SEC enforcement attorneys. These attorneys know how to litigate cases against the government and how to work with the government to resolve cases quickly and effectively.

## FORENSIC ACCOUNTING SERVICES GROUP

Our in-house Forensic Accounting Services Group gives us unique depth in forensic accounting. Led by Eric Roberts, a Certified Public Accountant and Certified Fraud Examiner who was previously an audit partner at Deloitte & Touche, the Forensic Accounting Services Group provides ready access to in-depth accounting expertise in securities cases, SEC investigations, and internal investigations.

## CORPORATE GOVERNANCE AND COUNSELING

Our group helps companies stay out of trouble. We assist clients in designing and implementing codes of ethics, insider trading programs and policies, whistleblower protections, disclosure policies, document retention programs, e-discovery

solutions, directors and officers insurance programs, and audit committee policies required by the Sarbanes-Oxley Act of 2002.

## GLOBAL REACH

Our group has more than 150 attorneys worldwide. We have handled numerous securities-related and white-collar criminal matters for Asian and European clients, and have developed expertise in overseas internal investigations. We have conducted over 15 internal investigations in Japan, Hong Kong, China, Taiwan, and Singapore during the past three years.

## EXPERTISE IN OTHER AREAS OF THE LAW

Our firm has over 1,000 lawyers, specializing in many different kinds of law that may relate to securities litigation, investigations, or white-collar criminal defense matters, such as intellectual property, banking, corporate finance, government contracts, and tax. During the course of our work, our group can quickly consult with these specialists. Easy access to this expertise reduces legal costs for clients and ensures better results.

## AIG PANEL COUNSEL

We have been designated as a preferred “panel counsel” law firm by AIG, the largest provider of insurance for directors and officers.

## FORMER FEDERAL OR STATE PROSECUTORS

Eric Acker  
James Brosnahan  
Cedric Chao  
Stephen Freccero  
Lawrence Gerschwer  
Adam Hoffinger  
Eugene Illovsky

Judson Lobdell  
Carl Loewenson  
Bradley Lui  
Mia Mazza  
Charles Patterson  
Ronald White

## FORMER SEC ENFORCEMENT ATTORNEYS

Randy Fons  
Craig Martin  
Sean Prosser

## FORENSIC ACCOUNTANTS

Eric Roberts  
Reagan Wade  
Cindy Yu

# Our Clients

We represent a wide array of clients across many industries, including some of the world's biggest companies, as well as up-and-coming companies who need our help to continue their growth. As an example of the trust our clients place in us, we serve as counsel for 35 issuers and as liaison counsel for 310 issuer defendants in the IPO

Securities Litigation in the Southern District of New York, the largest set of consolidated securities class actions ever brought.

Although many times our best work involves keeping clients out of the spotlight, below is a sample of clients for whom our representation has been made public.

## SOFTWARE/INTERNET

724 Solutions  
Audible  
BEA Systems  
BMC Software  
Centra Software  
CyberSource  
Digimarc  
Digitas  
DoubleClick  
Firepond  
Global Healthcare Exchange  
IAC Search & Media  
Internet Initiative  
Intershop Communications  
Kintera  
NetEase  
Oracle  
Quickturn Design Systems  
Razorfish  
Saba Software  
Software AG  
Software Toolworks  
TenFold  
TheStreet.com  
Versant Object Technology  
Women.com  
Yahoo!

## HARDWARE/TECHNOLOGY

Alcatel  
Altera  
Asyst Technology  
Atmel  
Ciena  
Cisco  
Ditech Networks  
DSP Group  
Emulex  
EXFO Electro-Optical Engineering  
Flextronics  
Gateway Computers  
Harmonic  
Hybrid Networks  
Infineon Technologies AG  
JDS Uniphase  
Kratos Defense & Security Solutions  
(formerly Wireless Facilities)  
Level 3 Communications  
Madge Networks  
Metromedia Fiber Networks  
MTI Technology  
Multi-Fineline Electronix  
Netlist  
Nokia  
Novellus  
ONI Systems  
PSi Technologies Holdings  
Qiao Xing Universal Telephone  
Riverstone Networks  
Sichuan Changdong Electric  
Solutia  
Sprint Nextel  
Tandem Computers  
Ultratech  
Ungerman-Bass Networks  
Valence Technology  
Verio  
WorldSpace  
Xylan

## LIFE SCIENCES/MEDICAL DEVICE

Acuson  
ADAC Laboratories  
American Pharmaceutical Partners  
Bergin Brunswig  
Bradley Pharmaceuticals  
Cerus  
Chiron  
deCODE Genetics  
Endocare  
Hospital Staffing Services  
Inamed  
Invitrogen  
National Health Laboratories  
Nellcor Puritan Bennett  
Novartis  
Pharmos  
Roberts Pharmaceuticals  
Scios Nova  
Telik  
Titan Pharmaceuticals  
Transitional Hospitals  
Wilshire Technologies

## FINANCIAL INSTITUTIONS

Bank of America  
Capital One  
Charles Schwab  
Columbia Funds  
Downey Financial Corp.  
E-Loan  
The Hartford  
Nations Funds  
Provident Financial  
Vestin Mortgage Real Estate Funds  
Wells Fargo

#### INVESTMENT BANKS

Bear Stearns  
BT Alex. Brown & Sons  
Citigroup  
Cogent Capital  
Goldman Sachs  
Merrill Lynch

#### ACCOUNTING FIRMS

Ernst & Young  
Grant Thornton  
Stonefield Josephson  
Swenson Advisors

#### ENERGY/SHIPPING

American President Companies  
Calpine  
Canadian Superior Energy  
Capstone Turbine  
Con-way (formerly CNF Transportation)  
Interpool  
Textainer  
United Parcel Service

#### INDIVIDUALS

Directors of ABN AMRO Bank N.V.  
General Counsel of America Online  
Officers/Directors of Bradley  
Pharmaceuticals  
Audit Committee Members of Brocade  
Communications Systems  
Officers of Cybermedia  
President of Dicom Imaging Systems  
Sales Executive of EMD Serono  
Controller of Fine Host  
Officers/Directors of Genentech  
Fellow of Harvard Medical School  
Chairwoman of Hewlett-Packard  
CEO of ImClone  
Officers/Directors of McDonnell  
Douglas  
Officers/Directors of McKesson  
Officers/Directors of Metromedia  
Fiber Networks  
CEO of Network Associates  
Officers/Directors of NextCard  
General Counsel of Rambus  
Officers/Directors of RasterOps  
Officers/Directors of Sun  
Microsystems  
CEO of Sycamore Networks  
Officers/Directors of Take2 Interactive  
Software  
CEO of TenFold  
Director of United Health Group  
CEO of Vitesse Semiconductor  
CEO of Westar Energy

#### FOOD/RETAIL

The Clorox Company  
Crocs  
Fresh Choice  
Fuji Foods  
Gemstar – TV Guide International  
PC Mall  
Quiznos  
ToyTime

#### MEDIA/ENTERTAINMENT

New World Pictures

One thousand lawyers.....  
in the world's finance and technology centers.  
One compelling mission: to deliver success for our clients.

## About Morrison & Foerster

With more than a thousand lawyers in sixteen offices around the world, Morrison & Foerster offers clients comprehensive, global legal services in business and litigation. The firm is distinguished by its unsurpassed expertise in finance, life sciences, and technology, legendary litigation skills, and an unrivaled reach across the Pacific Rim, particularly in Japan and China. We have one compelling mission: to deliver success for our clients.

Great client service requires insight, expertise, responsiveness, proactivity, and integrity. We strive to understand each client's business, industry, and goals. We assemble the optimal team of resources from across the firm to tackle our clients' legal challenges. When we achieve a successful IPO, trial victory, or satisfying resolution of a pro bono matter, we build lasting relationships with clients by delivering results.

The firm's outstanding client work has achieved broad recognition. Our practitioners are recognized by their peers in various reference guides, including the *International Financial Law Review*, *PLC Cross-border Handbooks*, *Chambers Global*, and others. *The American Lawyer's* 2004 survey cited our Litigation Department as one of the top litigation practices in the country and in 2008, our firm earned a "Litigation Department of the Year" Honorable Mention. Our corporate practices are frequently cited and ranked among the "Best Practices" in their respective markets by publications such as *The American Lawyer Corporate Scorecard*, *Mergerstat*, *Bloomberg*, *Thomson Financial League Tables*, and others. Since 2006, *Structured Products Magazine* has named us "Law Firm of the Year" for our innovative capital markets, derivatives, and structured products work. *PLC Which Lawyer? Yearbooks* ranked our Intellectual Property practice the leader among law firms in the U.S. for Life Sciences. In its 2006 Patent Litigation Survey, *IP Law & Business* ranked us among the top five "Most Active IP Litigation Practices for Defendants" and top five "Most Active Practices" for total number of cases filed. Our IP Litigation Practice was also a Top 3 Finalist in *The American Lawyer's* 2008 "IP Litigation Department of the Year."

Intellectual agility is the hallmark of Morrison & Foerster. We apply it to every matter – from the complex to the routine – to ensure the best outcomes for clients. We attract and retain the best attorneys by practicing at the highest levels of the legal profession in a culture that emphasizes collegiality, respect for everyone, professional and business ethics, and duty to the profession and our communities. Our commitment to diversity and genuine collegiality creates a work environment ideally suited to collaboration and effective teamwork. Progressive workplace policies embodying the principle of mutual respect translate into loyalty and lower turnover rates, winning results, and more stable, enduring client relationships. Others recognize the strength of our culture: we are on *FORTUNE's* 2006 list of Best Companies to Work For, *The American Lawyer's* 2007 "A" List, and for many years running, have been *Vault* survey's #1 law firm for diversity.

## Contacts

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### MORRISON & FOERSTER LLP

NEW YORK	TOKYO
SAN FRANCISCO	LONDON
LOS ANGELES	BEIJING
PALO ALTO	SHANGHAI
SAN DIEGO	HONG KONG
WASHINGTON, D.C.	BRUSSELS
NORTHERN VIRGINIA	
DENVER	
SACRAMENTO	
WALNUT CREEK	