



DELIVERING STRATEGIC SOLUTIONS ACCA'S 2000 ANNUAL MEETING

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Negotiating Strategic Acquisitions

Faculty and Author Biographies

Nelea A. Absher is Assistant Vice President and Senior Counsel at *Brown-Forman Corporation*, providing legal advice in mergers and acquisition, securities law and distribution relationships.

Before going to Brown-Forman, Ms. Absher was a partner in the New Orleans offices of *Stone, Pigman, Walther, Wittmann & Hutchinson, LLP*, where she specialized in mergers and acquisition transactions and corporate law. Ms. Absher has structured, negotiated and advised public and private clients with respect to domestic and international mergers and acquisitions and joint venture transactions.

Ms. Absher also taught advanced corporate and securities law as an adjunct Professor at the Tulane School of Law for seven years. She is an active member of the Negotiated Acquisitions Committee of the ABA Business Section, and belongs to the American Corporate Counsel Association.

Clarissa Cerda is Vice President, General Counsel and Assistant Secretary of *Open Port Technology® Inc.*, a provider of Internet infrastructure messaging solutions. She is responsible for the direction and management of Open Port's legal matters and governmental affairs.

Prior to joining Open Port, Ms. Cerda was a corporate and securities partner at *Sonnenschein Nath and Rosenthal*. Her clients included a wide variety of public and privately held companies, as well as start-up ventures and nonprofit corporations. Her practice included merger and acquisition transactions, securities transactions and general corporate governance matters. Prior to joining *Sonnenschein*, Ms. Cerda was the assistant counsel to the President of the United States. Her responsibilities involved a wide range of issues including weekly negotiations with senators and the day-to-day management of a team of lawyers assisting in the presidential nomination/confirmation process; review of draft legislation, congressional testimony and executive orders; and advising White House staff on ethical issues involving gifts, travel and inter-agency contacts.

Ms. Cerda is a member of several professional boards and commissions, including the ABA Commission for Racial and Ethnic Diversity in the Profession and the Board of Governors of the Hispanic National Bar Association as the Midwest regional president. In addition, she serves as the director of the Chicago Committee on Minorities in Large Law Firms and T.A.S.C. (Treatment Alternatives for Safe Communities), Inc. Ms. Cerda is also a frequent public speaker at legal conferences, law schools, charitable organizations

and international groups.

Ms. Cerda has a Bachelor of Arts degree from Harvard College and a Master's degree in philosophy from the University of Western Australia. She received a Juris Doctorate degree from the University of Michigan Law School and undertook post-doctoral studies in European Community law at l'Université Libre in Brussels.

Wilson Chu is a partner in the Business Transactions Section of *Haynes and Boone, LLP* and he chairs the Firm's Asia Practice Group. His practice focuses on mergers, acquisitions, private equity investments, and start-up counseling, with an emphasis on transactions involving technology companies.

Mr. Chu is active in a number of bar associations, including, the ABA's Negotiated Acquisitions Committee, the National Asian Pacific American Bar Association (Co-Chair, NAPABA Partners Forum), and the Inter-Pacific Bar Association (Chair, Cross Border Investment Committee, 1998 - 2000)

Mr. Chu received his B.B.A. and his JD from Southern Methodist University.

Richard E. Climan is a partner in the law firm of *Cooley Godward LLP* in Palo Alto and San Francisco, and heads the firm's Mergers & Acquisitions Group. In the course of his practice, Mr. Climan represents both public and private companies in a broad range of industries and sectors, including the technology and life sciences sectors. He has extensive experience in structuring, negotiating and advising clients on a wide variety of acquisition transactions and related matters, including stock acquisitions, asset acquisitions, mergers, divestitures, auction transactions, tender offers, defensive strategies, leveraged buy-outs and cross border transactions.

Mr. Climan is the Vice Chair of the Committee on Negotiated Acquisitions (affiliated with the American Bar Association's Section of Business Law), which is composed of mergers & acquisitions specialists from across the United States and Canada. He also lectures on M&A-related topics at programs sponsored by the ABA, the Practising Law Institute and Glasser LegalWorks.

Mr. Climan graduated from Harvard College in 1974 and from Harvard Law School in 1977.

Nathaniel L. Doliner is a shareholder in the law firm of *Carlton Fields*, Tampa, Florida office. He practices in the areas of mergers and acquisitions, corporate law and taxation and is chair of the firm's Business Transactions Practice Group.

Mr. Doliner is a former Visiting Assistant Professor of Law at the University of Florida Law School and has lectured at a number of national institutes and other programs on corporate law and tax law subjects.

Mr. Doliner is the chair of the Negotiated Acquisitions Committee of the Business Law Section, American Bar Association. Mr. Doliner is a member of the Advisory Board of the Mergers & Acquisitions Law Report, published weekly by BNA. He is a member of the American Law Institute and the American College of Tax Counsel and a Fellow of the American Bar Foundation. He was formerly on the National Alumni Board of Vanderbilt Law School. He is Chairman of the Board of the Museum of Science and Industry (MOSI), the largest science center in the Southeastern United States. He is also on the Board of Directors and President-Elect of Hillel School of Tampa.

Mr. Doliner received a LL.M. in Taxation from the University of Florida College of Law and is a graduate of Vanderbilt Law School. He received a BA from George Washington University.

Michael E. Flowers is a partner at *Bricker & Eckler LLP* in Columbus, Ohio, where he practices in the area of general corporate and business law. He has extensive experience in corporate law, corporate financing, mergers and acquisitions, leveraged buyouts, formation of business entities, venture capital financing/emerging entity representation, and state securities law.

Mr. Flowers served as a delegate to the 1994-1995 White House Conference on Small Business. He has written "Helping Small Business Get Leads on Export Trade", *Business Law Today*, May/June 1999; "Angels on the Internet for Small Companies", *Business Law Today*, September/October 1997; "Limited Liability Companies," *The Columbus Personal Business Monitor*, Winter 1995; "Choosing the Right Business Entity," Volume 40, Number 2, *The Practical Lawyer* 1994; "Funding Business Growth: Legal Aspects," in *Entrepreneurship: Creativity and Growth*, New York, Macmillan, 1991. Mr. Flowers has lectured on such topics as tax, business and succession planning for the growing company, considerations in buying or selling a business in Ohio, and resolving conflict in closed corporations.

Mr. Flowers is Chair of the American Bar Association's Section of Business Law and a past editor of its publication, *The Business Lawyer*. He is a member of the National Bar Association and of the editorial board of *The Practical Lawyer*. He has received several awards, including the 1995 ABA Section of Business Law Chair's Award. In 1998, he travelled to the African nations of Tanzania, Zambia, Uganda and Malawi as a representative of the ABA Section of Business Law in the U.S./Africa Legal Exchange Program.

Mr. Flowers is a director of Columbus Countywide Development Corporation, secretary of the Columbus Regional Minority Supplier Development Council, a trustee of Riverfront Commons Corporation and Second Vice Chair of Mount Carmel Health System Foundation. He is also a member of the Entrepreneurship Steering Committee of the Greater Columbus Chamber of Commerce.

Mr. Flowers received a B.S. from Bucknell University and a J.D. from The Ohio State University College of Law.

Joel I. Greenberg is a partner in the New York City office of *Kaye, Scholer, Fierman, Hays & Handler, LLP* and Co-Chair of the firm's Corporate and Finance Department. He concentrates in mergers and acquisition of public and private companies, representation of financial sponsors, and securities transactions and is a frequent lecturer on mergers and acquisitions topics.

Mr. Greenberg is an active member of the Committee on Negotiated Acquisitions of the Business Law Section of the American Bar Association and was Co-Chair of the Editorial Subcommittee of that Committee during the period that it produced the *Model Stock Purchase Agreement with Commentary*. He is also a former member of the Tribar Opinions Committee.

Mr. Greenberg is a 1973 graduate of Yale Law School.

Paul W. Lee is a partner in the Corporate Department of *Goodwin, Procter & Hoar LLP*. In his practice, he concentrates on corporate and securities law and the representation of large and small public and privately held companies in connection with their securities law compliance and ongoing business issues. His transactional practice includes mergers, acquisitions, joint ventures, and strategic investments. He has an active securities practice, representing issuers of debt and equity securities in public offerings as well as representing underwriters in such transactions.

Mr. Lee is currently a member of the Board of Governors of the American Bar Association and is a past member of the American Bar Association Commission on Opportunities for Minorities in the Profession. From 1995-1996, Mr. Lee was the President of the National Asian Pacific American Bar Association, having previously served as Secretary and a member of the Board of Governors. He is a founder and the first president of the Asian American Lawyers Association of Massachusetts and serves on a commission advising the Governor of Massachusetts on issues affecting the Asian American community.

Mr. Lee is a graduate of Columbia University (B.S., Electrical Engineering and Computer Science, 1972) and received his law degree (J.D., cum laude, 1976) from Cornell Law School, where he was an editor of the *Cornell International Law Journal*.

Stuart J. Offer is a tax partner in the firm of *Morrison & Foerster LLP*, located in its San Francisco office, and advises clients on various federal income tax matters, including domestic and international mergers and acquisitions, securities offerings, joint ventures, and tax audits. He is chair of the corporate and international tax practice groups of the firm.

Mr. Offer joined *Morrison & Foerster* in 1972 and became a partner in 1976. Prior to joining *Morrison & Foerster* he served as a Captain in the U.S. Army Judge Advocate General Corps from 1968-1972, and as attorney-advisor to Judge C. Moxley Featherston of the United States Tax Court from 1967-1968.

Mr. Offer served as Vice Chair-Administration of the ABA Section of Taxation from 1998-2000, having previously served as Council Director and as Chair of its Committee on Corporate Tax. He is a Fellow of the American College of Tax Counsel, and a frequent lecturer on a variety of tax topics for organizations including the American Bar Association, Practising Law Institute, as well as regional tax institutes around the United States.

Mr. Offer is a 1964 graduate of the University of Washington and a 1967 graduate of the Columbia University School of Law.

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