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Howard F. Hart is a partner specializing in corporate and securities law. He has extensive experience in counseling both public and private companies, as well as in mergers, acquisitions and dispositions of public and privately held entities; equity and debt financing transactions, including both public offerings and private placements (including venture capital and real estate financing transactions); "going private" transactions; and the formation and operation of investment partnerships. Mr. Hart also has significant experience in corporate governance matters (including issues arising under the Sarbanes-Oxley Act of 2002 and related SEC and stock exchange rules); the negotiation and documentation of joint ventures, partnerships and strategic alliances for public and privately held entities; and employment, consulting and stock option agreements. As the former general counsel of a real estate company, he has also devoted significant attention to real estate purchases and sales, financings, leasing and property management matters.

Among Mr. Hart's recent significant representations are the following:

- General representation of public and private companies, including current general representation of two American Stock Exchange-listed companies.
- Representation of two investment funds in connection with their purchase (including a "freeze-out" of minority interests) and subsequent sale of a significant consumer products company.
- Organization and offering of interests in investment partnerships and venture capital funds for an investment management firm and others and representation of such partnerships and funds in connection with their investments.
- Representation of a television network in the formation of a joint venture to hold and operate its internet-related businesses.
- Representation of a New York Stock Exchange-listed automotive products company in a recapitalization.

- Representation of a special committee of the Board of Directors of a public internet telephony company in connection with an investment by AT&T.

Mr. Hart is admitted to practice in California and New York is a member of the Los Angeles County Bar Association. He received an A.B. from Cornell University in 1969 and a J.D., *cum laude*, from Harvard Law School in 1972.