

**WEISSMANN WOLFF BERGMAN  
COLEMAN GRODIN & EVALL LLP**

**FIRM RESUME**

**ENTERTAINMENT**

The firm's entertainment practice covers the entire industry, with extensive experience in highly complex transactions involving motion pictures, television, the legitimate stage, music, new media, sports, direct marketing, and merchandising. The entertainment department reviews, analyzes, negotiates, and prepares contracts on behalf of its clients, provides general advice on all matters pertaining to the clients' careers, business strategies and planning, and utilizes its extensive experience and contacts in the entertainment industry to work on transactions involving multiple disciplines.

The firm represents numerous companies and individuals who are major participants in the entertainment industry. Entertainment clients include directors, performers, writers, producers, financiers, distributors and international sales agents, print publishers, special effects companies, managers, agents, athletes, recording artists, record companies, software designers, developers and distributors, and merchandisers. The firm's entertainment clients have participated in meaningful capacities in major studio motion picture projects such as *The Bourne Identity*, *Frida*, *Beverly Hills Chihuahua*, *The Matrix* sequels, *Twister*, *Scary Movie*, *Something's Gotta Give*, *Mr. and Mrs. Smith*, *Jumper*, *Kung Fu Hustle*, *Crash*, *Nights In Rodanthe* and *Quantum of Solace*; independent films such as *Bend it Like Beckham*, *Buena Vista Social Club*, *The Good Girl*, *Heist*, *Requiem for a Dream*, *Redbelt*, *Swingers* and *Religulous*; and television programs such as *ER*, *The King of Queens*, *The O. C.*, *The West Wing*, *The Simple Life*, *Line of Fire*, *The Diary of Anne Frank*, *Gettysburg*, *Knight Rider* and *Tracey Ullman's State of the Union*. In the music and home video fields, the firm represents record companies, including American Gramophone Records, the largest seller of Christmas albums in the United States. The firm also represents Scholastic, the leading publisher of children's books and a producer of family entertainment for theaters and television, as well as Random House Films, a joint venture between Random House, the world's largest publishing company, and Focus Features. In addition, the firm represents Imagi, the largest independent animation studio in the U.S. and Asia.

**Attorneys in Entertainment:**

Stan Coleman  
Carolyn Conrad  
Peter J. Dekom  
Alan L. Grodin  
Wayne Kazan  
David G. Stanley  
Todd M. Stern  
Matthew M. Sugarman  
Eric Weissmann

## LITIGATION

The firm handles a wide range of trial and appellate litigation in federal and state courts, which is loosely divided into four practice areas: entertainment, real estate, general business litigation, and employment.

Our entertainment litigation practice involves the representation of major motion picture studios, television networks, and other producers and distributors of entertainment products and programs, as well as artists and individuals engaged in the entertainment industry. Our cases run the gamut from what might be characterized as "pure" entertainment litigation -- the prosecution and defense of disputes involving copyrights and other intellectual property, participation accounting, first amendment rights, defamation, and rights of privacy and publicity -- to typical business litigation involving companies and individuals in the entertainment field. We prosecute and defend contract and business tort cases of all kinds arising out of entertainment projects and transactions, and frequently request or oppose injunctive and other extraordinary relief - such as copyright and trademark seizures, temporary restraining orders, and writs of attachment. Over the past few years, we have handled litigation arising from films such as *Superman*, *The Exorcist*, *The Matrix* sequels, and *Contact*, and television programs including *Seinfeld*, *Dallas*, and *Knot's Landing*. During 2003 alone, we successfully obtained two significant appellate decisions: We represented DC Comics, an affiliate of Warner Bros., in a case brought by musicians Johnny and Edgar Winter that resulted in a leading California Supreme Court decision concerning rights of publicity, and represented Scholastic Entertainment in an appeal by Fox Children's Network that resulted in a published decision of the Ninth Circuit Court of Appeal clarifying a jurisdictional ambiguity with respect to federal copyright claims.

The firm's litigation practice has a heavy emphasis on real estate matters. We have handled disputes involving real estate partnerships and joint ventures, commercial leases, general and specific plans, zoning regulations and variances, conditional use permits, environmental impact reports and other CEQA issues, construction defects, and mechanic's liens. We also have handled receiverships and bankruptcies arising out of real estate projects.

The firm's general business litigation practice is quite diverse. We represent individual entrepreneurs and both large and small companies involved in numerous industries and commercial ventures, including manufacturers, retailers, franchisers, lenders, movie theatre owners and operators, and restaurateurs. The firm handles virtually all types of contract, tort, statutory, securities, environmental, and class action litigation.

The firm also is involved in human resources and employment matters. We regularly handle wrongful termination, discrimination, and harassment litigation, as well as judicial and administrative proceedings involving wage and hour regulation, equal employment opportunity matters, and family and medical leave. We work with our employment department to counsel our clients on their employment policies, procedures, and practices, and assist them in minimizing

potential liability by developing programs and strategies for hiring, promoting, disciplining, and terminating their employees.

**Attorneys in Litigation:**

Michael Bergman

Marvin Gelfand

Steven Glaser

Adam Hagen

Anjani Mandavia

Jason J. Poston

## **CORPORATE, SECURITIES AND REAL ESTATE**

The firm's corporate and securities attorneys handle a broad range of transactional matters encompassing all types of corporate transactions, including mergers, acquisitions, and dispositions of and for public and privately held entities; equity and debt financing transactions, including both public offerings and private placements (such as venture capital and mezzanine financing transactions); matters relating to the formation and operation of joint ventures, partnerships, and strategic alliances for public and privately held entities; intellectual property acquisitions and licensing; and the negotiation of employment, consulting, and stock option agreements. We also act as "outside general counsel" for a number of entities. The firm has represented purchasers and sellers of a wide range of businesses including those in the manufacturing, wholesale distribution, retail, entertainment, real estate, technology, Internet, consumer product, theme park, movie theatre, entertainment services, hotel, and restaurant industries.

In the securities area, we represent issuers and underwriters in private placements and public offerings of securities (including initial public offerings), as well as representing companies in connection with their ongoing SEC reporting requirements. Over the years, because of the firm's expertise in the entertainment area, we also have handled numerous entertainment financing and corporate transactions, including the analysis and acquisition of film and television libraries. We also represent investment management and advisory firms in connection with the formation of investment funds and the acquisition, operation, and disposition of portfolio companies by such funds.

The firm's real estate practice includes a wide range of sophisticated acquisition, disposition, development, and financing transactions, such as purchase and sale transactions (including numerous transactions involving the purchase and sale of office buildings, regional shopping centers, movie theatres, restaurants, hotels, and apartment and condominium projects); the representation of both lenders and borrowers in the negotiation and implementation of mezzanine, construction, and permanent financing; the negotiation of convertible and participating mortgages; leasing work (including ground lease work) for owners, tenants, and lenders; condominium homeowners association organization and management; and matters involving syndication and related securities issues. Our real estate representation encompasses shopping center, hotel, movie theatre, industrial, commercial, residential and mixed-use developments, as well as the representation of numerous major motion picture and television studios, and involves not only the financing and acquisition of real property and its development, but the compliance with necessary administrative procedures of the governmental agencies having jurisdiction over the various developments involved.

Representative transactions of our corporate, securities and real estate department have included the representation of a major motion picture studio in the sale of its German theme park; the representation of Warner Bros. in connection with the Warner Bros. Studio Store operations and the development of the Warner Bros. studio facilities, including all attendant acquisition and

leasing work; the representation of a major investment bank and its affiliates in connection with mezzanine lending and other transactions; the representation of an investor in connection with its acquisition of a substantial interest in the Playa Vista development; the representation of the purchaser of what was then known as the Litton Plaza office building and complex in Beverly Hills; the sale and reacquisition of one of the largest domestic movie theatre chains and the ongoing representation of movie theatre chains in their development and acquisition activities, including the acquisition of the largest grossing movie theatre in the U.S.; the general representation of the developer of The Beverly Center, Ma Maison Hotel, San Francisco Centre, Vallco Shopping Center, and The Forum Shops at Caesars in Las Vegas, Nevada; the representation of the State of New Mexico in connection with its entertainment finance programs; and the representation of two investment funds in connection with their sale of Dayrunner, the largest manufacturer of business organizers.

**Attorneys in Corporate, Securities and Real Estate:**

Carolyn Conrad

Mitchell Evall

Howard Hart

Thomas J. Mattei, Jr.

Andrew Schmerzler

## **EMPLOYMENT**

The firm's employment lawyers represent a broad range of clients in a wide variety of human resources, labor and employment related matters. We regularly counsel our clients in matters related to wage and hour regulation, equal employment opportunity, family and medical leave issues, and unfair competition and trade secret concerns. In our capacity as "outside general counsel" for numerous entities, the department typically works with lawyers from each of the other departments in employment related matters.

We advise our clients in human resources and employment related matters. We prepare employment manuals, employment contracts, agreements related to protection of confidential information and restrictive covenants. We counsel our clients regarding reduction in force issues, mergers and acquisitions employment issues, high level compensation and benefit plans, and termination of employment issues and non-competition covenants. We also represent many individuals in negotiating and drafting employment agreements and employee separation agreements.

We work with our entertainment and corporate departments to advise our clients in all aspects of employment related to their specific industries. We work closely with our tax department to handle benefit plans, deferred compensation and other long term funding issues affecting businesses and its employees. We work closely with our litigation department to find creative ways to avoid litigation, and to seek alternative dispute resolution methods to resolve grievances and disputes. Our goal is to assist our clients in minimizing potential liability by developing programs and strategies for hiring, promoting, disciplining and terminating their employees.

### **Attorneys in Employment:**

Carolyn Conrad

Marvin Gelfand

## **INTELLECTUAL PROPERTY**

The firm's intellectual property department handles all aspects of trademark and copyright compliance and litigation relating to a variety of businesses and industries.

We represent our entertainment and corporate clients in filing and securing copyright registration for a wide variety of intellectual properties. We work closely with our clients to arrange license and joint venture agreements, non-disclosure and other confidentiality agreements to help market and protect their property. We represent new media clients in connection with the protection of our clients' products and ideas in the emerging new media environment.

Our trademark compliance practitioners advise clients with respect to name and product identification, and availability of potential marks. We handle trademark applications and other trademark matters with the Patent and Trademark Office and Trademark Trials and Appeals Board. We prepare and advise clients regarding licensing matters and agreements, and assist with all aspects of the protection of their intellectual property.

We counsel our clients in all aspects of potential infringements, and work closely with our litigation department when we need to seek injunctive or other relief to protect our client's copyrights and trademarks.

### **Attorneys in Intellectual Property**

Michael Bergman  
Stan Coleman  
Marvin Gelfand  
Steven Glaser  
Alan Grodin  
Wayne Kazan  
Anjani Mandavia  
Todd M. Stern

## **TAX + ESTATE PLANNING**

The firm's tax and estate planning department provides a wide range of tax planning services for individuals, corporations, and partnerships. We advise clients on federal and California income tax matters, capital transactions, and employment tax issues. We assist clients in gift and estate tax planning, and prepare the appropriate documents in connection with such planning. The firm's tax and estate planning department also works with the firm's other departments in structuring transactions and settlements. Although we do not represent defendants in criminal tax matters or prepare tax returns, we engage in a limited amount of tax controversy work, both federal and California.

### **Attorney in Tax + Estate Planning:**

Alan G. Kirios

## NEW MEDIA

[1] **new** [*noo, nyoo*] adjective, -er, -est, adverb, noun  
- adjective

1. of a kind now existing or appearing for the first time; novel: a new concept of the universe.
2. having but lately or but now come into knowledge: a new chemical element.
3. unfamiliar or strange (often fol. by to): ideas new to us; to visit new lands.
4. other than the former or the old: a new era; in the New World.
5. (of physical or moral qualities) different and better: The vacation made a new man of him.
6. being the later or latest of two or more things of the same kind: the New Testament; a new edition of Shakespeare.

[2] **me-di-a** [*mee-dee-uh*]  
- noun

1. a pl. of medium
2. (usually used with a plural verb ) the means of communication, as radio and television, newspapers, and magazines, that reach or influence people widely: The media are covering the speech tonight.

**“To define new media is impossible since it is always changing. New media can not be defined because of the constant changing in technology. What ever is new today is old tomorrow. And trying to define the limits of change is a futile effort since it's [sic] nature is change.”** [3]

Perhaps this statement best typifies the spirit and the nature of “new media” as it is a product of Wikipedia, a constantly evolving, living, instantly accessible, global community that is the offspring of the internet. More so than ever, today's “new” is tomorrow's “old”. Blink, and you could miss then next innovation. A week's vacation could mean missing the next wave. Make a deal for the acquisition of a new technology, and by the time the transaction is completed a newer, better technology has reached the marketplace. This dynamic environment shapes the ever changing face of “new media”, but it is also what makes “new media” exciting, engaging and potentially profitable.

The challenges of this era for those who create for others includes gaining an understanding of the way creators may make their product available to consumers, understanding the market in which these changing delivery methods operate and which methods may be best suited to the product, and navigating the often complex laws and regulations written and devised to deal with a different age. Our New Media group, in conjunction with all the lawyers here at WWBCGE, provides a full spectrum of legal advice in all areas of the “new media” of today and what will become the “new media” of tomorrow. Our practice is constantly evolving to remain on the cutting edge of the creative, business and dispute resolution issues that our clients face on a daily basis. We have the capacity to aid our clients from the conception of an idea through its fruition and exploitation, as well as everything that occurs in between and afterward. With a firm grounding in so-called “traditional” media we are able to guide our clients through the unknown and along the precarious cutting edge. Areas that we have worked on include the creation, protection, financing, development, marketing and distribution of:

- Publishing
- Video games

- Virtual worlds
- Digital distribution of film and television, on-line productions and "webisodes"
- Social networking
- On-line commerce dealing with media properties
- Intellectual property
- Products intended for mobile platforms
- Music
- Emerging content delivery systems and future technologies
- On-line and new media product integration

Whatever your legal needs in "new media" are, whether you are an established media corporation or just getting into the game, whether you need assistance with transactions, tax issues or litigation, the lawyers at WWBCGE are here to offer clear, concise, and cutting-edge advice to our clients. For over 26 years the lawyers of WWBCGE have been ahead of the curve. From the inception of home video to the technology of tomorrow, on the forefront of it all, we have consistently paved the way for others to follow.

1. extracted from <http://dictionary.reference.com/browse/new>
2. extracted from <http://dictionary.reference.com/browse/media>
3. [http://en.wikipedia.org/wiki/New\\_media](http://en.wikipedia.org/wiki/New_media)

#### **Attorneys in New Media:**

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