

WEISSMANN WOLFF BERGMAN
COLEMAN GRODIN & EVALL LLP

FIRM PROFILE

Weissmann Wolff Bergman Coleman Grodin & Evall LLP is a full-service law firm that has offered its clients high quality representation since its founding in 1981. The firm's practice is concentrated in four general areas: entertainment, litigation, transactional (corporate, securities, and real estate), and tax and estate planning.

Entertainment.

The firm's entertainment practice runs the entire range of the 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, and provides general advice as to all matters pertaining to the clients' careers, business strategies, and planning.

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. During the past few years, the firm's entertainment clients have participated in meaningful capacities in major studio motion picture projects such as *The Bourne Identity*, *Frida*, *The Matrix* sequels, *Twister*, *Scary Movie*, *Something's Gotta Give*, and *Under the Tuscan Sun*; independent films such as *Bend it Like Beckham*, *Buena Vista Social Club*, *The Good Girl*, *Heist*, *Requiem for a Dream*, and *Swingers*; 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 Ann Frank*, and *Gettysburg*. 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, and Good Times Home Video, the largest independent home video distributor. The firm also represents Scholastic, the leading publisher of children's books and a producer of family entertainment for theaters and television.

Members of the firm have utilized their extensive experience and contacts in the entertainment industry to work on complex transactions involving multiple disciplines. Examples include representation of Paul Allen in connection with his investment in Dreamworks SKG and in his funding of CNET as a start up entity, the formation of the dot com startup, Boxtop, through its sale to a public company, and the representation of George Foreman in connection with his well known hamburger grill venture.

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 all aspects of 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 also 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.

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. The firm also acts 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, hotel, and restaurant industries.

In the securities area, we have represented issuers and underwriters in a number of 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, and residential 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 Lehman Brothers 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; and the representation of two investment funds in connection with their sale of Dayrunner, the largest manufacturer of business organizers.

Tax and 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.