

NEIL J WERTLIEB
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CURRENT PROFESSIONAL ACTIVITIES



Wertlieb Law Corp
Principal

2017 – Present

- Wertlieb Law Corp provides expert witness and expert consulting services to attorneys in their litigation and arbitration matters
 - Our work in such cases has focused primarily on two broad topics:
 - Business transactions, corporate governance and fiduciary duties
 - Attorney ethics and attorney malpractice
 - I have served as an expert in over 100 such cases throughout the US and in Canada
 - I have testified dozens of times, in trials, arbitrations and depositions
 - My work as an expert witness is informed by the many activities detailed in this Curriculum Vitae, especially the following:
 - Attorney Ethics:
 - ◆ First-ever General Counsel at Milbank LLP
 - ◆ Chair of the Ethics Committees of the California State Bar, the California Lawyers Association, and the Los Angeles County Bar Association
 - ◆ Special Deputy Trial Counsel, California State Bar
 - ◆ Member, California Civility Task Force
 - ◆ Over 100 speaking engagements, and over 50 published articles
 - ◆ Admitted to practice law in California, New York, and District of Columbia
 - Business Law:
 - ◆ Partner at Milbank LLP, focused primarily on acquisitions, securities offerings, and restructurings
 - ◆ General Editor of two treatises, *Ballantine & Sterling: California Corporation Laws*, and *Litigating and Judging Business Entity Governance Disputes in California*
 - ◆ Chair of the California State Bar’s Business Law Section, as well as its Corporations Committee
 - ◆ Recipient of the Lifetime Achievement Award of the Business Law Section of the California Lawyers Association (2024)
 - Educator:
 - ◆ Adjunct Professor, UCLA School of Law (since 2002)
 - ◆ Visiting Lecturer, UC Berkeley, USC, UC Irvine and Santa Clara University Law Schools
 - ◆ Senior Advisor for a continuing program at Harvard Law School Executive Education
- For more detailed information, see www.WertliebLaw.com



Harvard Law School Executive Education
Senior Advisor, Milbank@Harvard

2018 – Present

- This professional development program provides attorneys at Milbank LLP with immersive week-long programs to build leadership and business skills each year for three years, as they progress from mid-level associates to senior associates
- Led by Harvard Law School and Harvard Business School faculty, the curriculum includes intensive, interactive courses on finance and accounting, leadership and team management, strategy, marketing, negotiations and macroeconomics
- As Senior Advisor, Milbank@Harvard, I attend program sessions at Harvard and provide input, guidance and assistance in formulating the program and connecting it to work at a law firm
- As a Partner at Milbank, I was involved in the original formulation and design of the Milbank@Harvard program dating back to 2011



UCLA School of Law
Adjunct Professor / Lecturer in Law

2002 – Present

- I teach a transaction skills course entitled “Life Cycle of a Business: From Start-up to Sale,” a course of my own design focusing on deals, negotiation, contract drafting and ethics
- 3-unit course satisfies one of the requirements for students seeking a Business Law and Policy Specialization
- Other activities at UCLA Law:
 - Acted as Coach to UCLA Law teams that won Duke International Transactional Law Competition (2019 & 2020)
 - Acted as Judge or Mentor in the UCLA Law Lowell Milken Institute New Entrepreneurs Competition (2016-2019, 2024) and the UCLA Law Intramural Transactional LawMeet (2015-2020)
 - Acted as Instructor/Supervisor for Independent Self-Study Projects (2010, 2017-2021, 2024)



UC Berkeley School of Law
Lecturer

2019 – Present

- Lecturer, teaching a transaction skills course entitled “Venture Capital Deal Bootcamp: From Startup to Sale,” a course focusing on deals, negotiation, contract drafting and ethics
- 2-unit course satisfies one of the requirements for students seeking a Business Law Certificate



Ballantine & Sterling: California Corporation Laws
General Editor

2012 – Present

- 7-volume treatise on the laws governing businesses in the State of California
- In-depth practical guidance concerning the formation, operation and dissolution of corporations, partnerships, limited liability companies and other business entities
- Cited as authority in over 500 federal and state court opinions, 25 SEC No-Action Letters and other administrative reference materials, and 50 law review articles

PRIOR EMPLOYMENT HISTORY



Milbank LLP, Los Angeles
General Counsel
Partner
Senior Attorney

2022 – 2024
 1997 – 2016
 1995 – 1997

- General Counsel to Milbank LLP firm-wide
 - Established Office of General Counsel as the firm’s first-ever General Counsel
 - Chair of the firm’s Risk Management Committee, and Consulting Partner
 - Member of Law Firm General Counsel Roundtable and New York Law Firm Ethics Roundtable
- General Practice Areas (as a Partner & Senior Attorney in the Corporate Group):
 - Business transactions, primarily acquisitions, finance, securities offerings and restructurings
- Representative transactions (as Partner):
 - Represented an NYSE-listed company as regular outside corporate counsel in numerous transactions, including IPO, acquisitions, financings and a change-in-control transaction
 - Represented underwriters in the initial public offering of a California-based home builder, considered by *The Daily Journal* to be one of the Top 10 IPOs of 2013
 - Led the restructuring of a social network company for which Milbank received an “M&A Advisor” Award for Deal of the Year (2014) from *The M&A Advisor*
 - Represented the finance subsidiary of one of the world’s largest automotive companies in numerous debt financings totaling almost \$20 billion
 - Represented the venture capital investing subsidiaries of three major public companies – a multinational conglomerate, a leading telecom company and a large U.S. bank – in over 50 different investments in early stage companies
 - Represented two different alternative energy companies in sale transactions for which Milbank received the “Top Legal Advisor Award for M&A” from *Bloomberg New Energy Finance*
 - Represented family owners in disposition transactions for a fashion optical company, a broadcast company and a hair care company
 - Represented unsecured lenders in the restructuring of a print media company with over \$10 billion in debt
- Administrative Responsibilities (as Partner):
 - Chair of Ethics Group for California Practices

- Corporate Governance Group
- Professional Development Committee
- Milbank@Harvard (training program for associates)
- Hiring Partner for Los Angeles Office



State Bar of California, Office of Chief Trial Counsel
Special Deputy Trial Counsel

2017 – 2022

- The State Bar Office of Chief Trial Counsel must recuse itself when it receives a disciplinary complaint against an attorney who has a close professional, personal, family or financial connection with the State Bar of California
- To avoid an appearance of impropriety under such circumstances, an independent Special Deputy Trial Counsel is appointed, with all the powers and duties of the Chief Trial Counsel, to investigate and, if warranted, prosecute alleged misconduct by such an attorney
- As a Special Deputy Trial Counsel, I worked on such matters, investigating and prosecuting alleged misconduct by attorneys on behalf of the State Bar of California



UC Irvine School of Law
Lecturer

2022

- Visiting Lecturer, teaching a 1-unit transaction skills course entitled “Life Cycle of a Business,” a course focusing on deals, negotiation, contract drafting and ethics



USC Gould School of Law
Lecturer in Law

2021

- Visiting Lecturer, teaching a 2-unit transaction skills course entitled “Counseling the Startup Company,” a course focusing on deals, negotiation, contract drafting and ethics



Santa Clara University School of Law
Lecturer

2020

- Visiting Lecturer, teaching a 3-unit transaction skills course entitled “Legal Issues of Start Up Business,” a course focusing on deals, negotiation, contract drafting and ethics (satisfies one of the requirements for students seeking a Certificate in High Tech Law)



L.A. County Department of Consumer & Business Affairs
Mediator

2020

- The Los Angeles County Department of Consumer and Business Affairs (DCBA) offers mediation services in all types of civil disputes
- I served as a DCBA Mediator in a wide variety of civil disputes



IDB Communications Group, Inc., Culver City, CA
General Counsel, Vice President & Secretary

1992 – 1995

- IDB was the fourth-largest U.S.-based provider of international telephone service when it was acquired by what was then the fourth-largest provider of domestic telephone service in December 1994
- As General Counsel, responsible generally for all legal matters, including acquisitions, financings and loan transactions, securities law compliance, litigation and crisis management, employment disputes, real estate transactions, board of director meetings, corporate records and customer contracts
- Responsibilities included what was at the time the second largest equity offering by a NASDAQ-listed company
- Named Executive Officer & Member of Executive Committee
- Established and supervised legal department of nine attorneys and five legal assistants



Los Angeles Kings Hockey Team, Culver City, CA
General Counsel (part-time) & Director

1994 – 1995

- Responsible for the acquisition transaction in which the Chairman of IDB Communications Group, Inc. acquired a controlling interest in the Kings
- General ongoing responsibilities included management, player and broadcast contracts and interaction with the National Hockey League and lenders
- Member of Board of Directors



O'Melveny & Myers, Los Angeles, CA
Associate

1984 – 1992

- Practice Areas: Transactional work focused on public and private securities financings (including initial public offerings), mergers and acquisitions, joint ventures and general corporate and contractual matters
- Administrative Responsibilities: Monitoring of legislative developments in California, training seminars, summer committee, executive compensation group, and “blue sky overseer”



California Supreme Court, San Francisco, CA
Judicial Extern for Associate Justice Stanley Mosk

1983

- Responsible for reviewing and evaluating Petitions for Hearing and drafting judicial opinions for the longest-serving justice on the California Supreme Court

EDUCATION

University of California, Berkeley, School of Law, Berkeley, CA

1982 – 1984

Juris Doctor Degree

- Juris Doctor awarded 1984
- Associate Editor, *International Tax & Business Lawyer*

University of California College of the Law, San Francisco, CA 1981 – 1982
(formerly known as UC Hastings College of the Law)

- Transferred to UC Berkeley School of Law after first year
- Top 1% (ranked number 5 in first-year class of 503 students)
- Law Review (awarded based on both grades and writing competition)

University of California, Berkeley, School of Business, Berkeley, CA 1976 – 1980
Bachelor of Science Degree

- Bachelor of Science awarded 1980 in Management Science
- Honor Students Society
- Alumni Scholarship Award
- Dormitory Government Chairman

LEADERSHIP POSITIONS

State Bar of California & California Lawyers Association

- **California Lawyers Association** 2023 – Present
Member, Board of Representatives
 - The California Lawyers Association is a nonprofit, voluntary bar association serving tens of thousands of licensed attorneys throughout California
 - It was established in 2018, when the California State Bar’s specialty law sections were split off from the regulatory functions of the State Bar as part of the agency’s legislatively mandated de-unification
 - The CLA is one of the largest voluntary bar associations in the United States, second only to the American Bar Association
 - I was appointed to the CLA’s Board of Representatives on behalf of the Business Law Section
- **California Lawyers Association Ethics Committee** 2019 – Present
Chair & Founding Member
 - The Ethics Committee is a state-wide committee created in 2019 to advise, support and educate the members of the California Lawyers Association in connection with their obligations under the Rules of Professional Conduct and California law
 - Inaugural Co-Chair during 2019-2021, and continuing Founding Member
 - Co-Chair of the predecessor CLA Ethics Steering Committee charged with the responsibility for establishing the Ethics Committee
- **Committee on Professional Responsibility and Conduct** 2008 – 2014
Chair, Advisor & Member

- COPRAC is a standing committee of the Board of Trustees of the State Bar of California, whose primary charge is the development and issuance of advisory ethics opinions to assist attorneys in understanding their professional responsibilities under the California Rules of Professional Conduct
- Chair during 2012-2013, Vice Chair during 2011-2012, Advisor during 2013-2014
- Organized, moderated and participated on numerous panel presentations on various ethical issues, including at the Annual Meeting of the State Bar and at the Annual Ethics Symposium
- Authored several ethics opinions and, as Chair of COPRAC's Rules Revision Commission Subcommittee, led COPRAC's efforts in reviewing and commenting on proposed new rules of professional conduct

- **Business Law Section** 2003 – 2008
Chair & Member of Executive Committee
 - The Business Law Section serves as a forum to educate attorneys on recent developments and current issues in all fields of business law
 - Chair during 2006-2007, Vice Chair for Legislation during 2005-2006, and Member of the Executive Committee the remaining duration of my 5-year term

- **Corporations Committee** 1999 – 2003
Chair & Member
 - The Corporations Committee is a standing committee of the Business Law Section, focused on the laws relating to corporations and business transactions
 - Co-Chair during 2001-2002, Vice Chair for Legislation during 2000-2001
 - As Vice Chair for Legislation, responsible for the Section's efforts to prepare and advocate for legislative proposals to amend the California Corporations Code

- **Business Litigation Committee** 2016 – 2023
Chair & Member
 - The Business Litigation Committee is a standing committee of the Business Law Section, focused on the laws relating to business disputes in California
 - Co-Chair during 2019-2020, Co-Vice Chair during 2018-2019

- **Business Law News** 2008 – Present
Editorial Advisor
 - The *Business Law News* is the official publication of the Business Law Section of the California Lawyers Association
 - Providing advice and guidance to the Editorial Board of the *Business Law News*

Los Angeles County Bar Association

- **Professional Responsibility and Ethics Committee** 2013 – Present
Chair & Member
 - PREC is a standing committee of the Board of Trustees of the Los Angeles County Bar Association, whose primary mission is to prepare written opinions and responses to questions concerning the ethical duties and responsibilities of lawyers
 - Chair during 2018-2019, Vice Chair during 2017-2018, Secretary during 2016-2017, continuing Member

- As Chair of PREC’s Rules Revision Commission Subcommittee, led PREC’s efforts in reviewing and commenting on proposed new rules of professional conduct

Board Appointments

- **California Lawyers Association** 2023 – Present
Member, Board of Representatives
 - The California Lawyers Association is a nonprofit, voluntary bar association serving tens of thousands of licensed attorneys throughout California
 - CLA is one of the largest voluntary bar associations in the United States, second only to the American Bar Association
- **Windward School** 2013 – 2022
Chair & Member, Board of Trustees
 - Windward School is an independent middle and high school in Los Angeles
 - Chair during 2016-2020, Vice Chair during 2014-2016 and 2020-2022
 - Also served on Executive Committee, and as Co-Chair of Committee on Trustees and Chair of Strategic Planning Committee
- **Los Angeles Arts Association** 2010 – 2018
Member, Board of Directors
 - As a 501(c)(3) nonprofit organization, LAAA’s mission since 1925 is to provide opportunities, resources, services and exhibition venues for Los Angeles artists, with an emphasis on emerging talent
- **Village School** 2008 – 2014
Member, Board of Trustees & Executive Committee
 - Village School is a TK through Sixth Grade independent school in Los Angeles
 - Also served on the Finance Committee and as Chair of the Legal Committee
- **Los Angeles Kings Hockey Team** 1994 – 1995
Member, Board of Directors
 - Also served as General Counsel of this National Hockey League team
- **821 Bay Street Homeowners Association, Inc.** Early 1990s
President & Member, Board of Directors
 - Homeowners association for 15-unit condominium complex in Santa Monica
- **Co-Opportunity Consumers Cooperative, Inc.** Late 1980s
Member, Board of Directors
 - The “co-op” is a community owned and operated market based in Santa Monica

RECOGNITIONS, SPEAKING ENGAGEMENTS & PUBLICATIONS

Recognitions & Honors

- “AV Preeminent” peer review rated (5.0 out of 5.0) on Martindale-Hubbell (Present)
- Recipient of the Lifetime Achievement Award of the Business Law Section of the California Lawyers Association (2024)
- Completed program, “Mediating the Litigated Case,” Straus Institute for Dispute Resolution, Pepperdine University School of Law (Summer 2017)
- Profiled in *The Lexis Practice Advisor Journal*: “An Overview of Corporate Transactional Practice & Expert Witnessing: Q&A with Neil J Wertlieb” (Spring 2016)
- Led transactions for which Milbank received an “M&A Advisor” Award for Deal of the Year and an “M&A Advisor Turnaround” Award from *The M&A Advisor* (2014)
- Advised underwriters on an initial public offering selected by *The Daily Journal* as one of the Top 10 IPOs (2013)
- Recognized in *The Legal 500* for M&A work (2012 and 2014)
- Led two transactions for which Milbank received the “Top Legal Advisor” Award for M&A from *Bloomberg New Energy Finance* (2009)
- Recognized by *MergerMarket* for Top Deal Under \$50 Million (2009)
- Profiled in *California Law Business*: “The 100 Most Influential Lawyers in California” (October 30, 2000)
- Profiled in *Los Angeles Business Journal*: “Who’s Who Banking & Finance: Roadkill Warriors” (October 16, 2000)
- Profiled in *California Law Business*: “Dealmaker of the Week” (October 9, 2000)
- Profiled in *Los Angeles Business Journal*: “Wall Street West: Cyber Lawyer” (September 20-26, 1999)
- Miscellaneous:
 - Recognized by Who’s Who as a Top Lawyer (Present)
 - Selected by Corporate Counsel Legal Leaders Program as a Top Rated Lawyer (2022 – 2023)
 - Selected by America’s Top Lawyers to its Top 50 Lawyers in American list (2022, 2024)
 - Recipient of Lawyer Monthly Legal Award for Ethics – USA (2021 – 2024)
 - Recipient of Finance Monthly Legal Award for Ethics – USA (2021 – 2023)
 - Recipient of Finance Monthly Deal Maker of the Year Award (2023 – 2024)
 - Recognized by ALM Legal Leaders as one of California’s Top Rated Lawyers (2023)
 - Recognized by Lawyers of Distinction (2022 – 2024)
 - Recognized by *Super Lawyers* as a Top Rated Mergers & Acquisitions Attorney and for Corporate Finance work (2004)

Speaking Engagements (since 2000)

- Panelist, “Discussions with Committee Leaders,” California Lawyers Association, 2024 Annual Meeting, San Jose, CA (September 7, 2024)
- Presenter, “Update on Civility in the Legal Profession in California,” ProVisors Valley Lawyers Affinity Group, Video Conference (March 19, 2024); Los Angeles County Bar Association’s 2024 Ethics Symposium, Video Conference (March 13, 2024)
- Panelist, “California’s New Rule 8.3: The Five Questions,” Century City Bar Association, Los Angeles, CA (October 24, 2023)

- Panelist, “A Year in Review: Legal Ethics & Professional Responsibility,” California Lawyers Association, 2023 Annual Meeting, San Diego, CA (September 21, 2023)
- Panelist, “Corporate Governance Law in Jurisdictions Other Than Delaware,” Conference on the American Law Institute’s Restatement on Corporate Governance, UCLA School of Law (April 21, 2023)
- Presenter, “Ethics for Neutrals: Do I Need an IOLTA Account?,” California Lawyers Association, Litigation Section Mediation Week (March 20, 2023)
- Panelist, “Ethics: Comparative Conflicts Discussion,” Milbank LLP (February 28, 2023 and March 1, 2023)
- Presenter, “New Trust Account Obligations in California,” Milbank LLP (December 7, 2022)
- Presenter, “The New Rules of Professional Conduct,” California Lawyers Association, 2022 Litigation and Appellate Summit (May 13, 2022)
- Moderator & Panelist, “The Ethical Use of Expert Witnesses,” American Bar Association, Litigation Section Annual Conference (May 4, 2022)
- Moderator & Panelist, “Who is the Client? The Ethics Rule Implications for In-House Counsel and Outside Counsel,” American Bar Association, Business Law Section Spring Meeting (April 2, 2022)
- Panelist, “Thomas Girardi and Michael Avenatti: Lessons Learned,” American Bar Association, Litigation Section Professional Liability Litigation Committee, Roundtable (March 22, 2022)
- Moderator & Panelist, “Managing Professionals Professionally: A Guide for Lawyers,” California Lawyers Association, Business Law and Litigation Sections (January 25, 2022)
- Panelist, “Clients, Crypto, Cannabis, Bar Complaints, Civility and Other Advanced Topics in Professional Responsibility,” Alameda County Bar Association MCLE Compliance Countdown, Video Conference (December 3, 2021)
- Panelist, “Attorney Training College Program on Civility,” Zoom presentation to the law firm of Klinedinst PC (October 28, 2021)
- Panelist, “A Year in Review: Legal Ethics & Professional Responsibility,” California Lawyers Association Annual Meeting, Video Conference (September 23, 2021)
- Moderator & Panelist, “Who is the Client? Ethics Issues in Structuring Start-Ups and Representing Early-Stage Companies,” American Bar Association’s Business Law Section Virtual Annual Meeting (September 22, 2021)
- Presenter, “Ethical Representation of Businesses in Transactional Matters,” Zoom presentation to the law firm of Procopio, Cory, Hargreaves & Savitch LLP (July 6, 2021)
- Presenter, “Ethics Update for the T&E Lawyer: What You Need to Know About the New Rules,” San Luis Obispo County Bar Association, Estates and Trusts Section (June 23, 2021)
- Panelist, “Top 10 Myths about In-House Ethics,” American Bar Association’s Litigation Section Webinar (June 22, 2021)
- Panelist, “How to Effectively and Ethically Prepare, Present and Defend your Witnesses During COVID-19 Times,” American Bar Association’s Litigation Section Virtual Annual Meeting (May 6, 2021)
- Presenter, “Covid-19 and the Rules of Professional Conduct,” California Lawyers Association, Business Litigation Committee (April 20, 2021)

- Moderator & Panelist, “The Effective and Ethical Use of Expert Consultants and Witnesses,” American Bar Association’s Business Law Section Virtual Spring Meeting (April 19, 2021)
- Presenter, “Ethical Considerations in Advising Cannabis Companies,” American Bar Association’s Cannabis Law Subcommittee, Business Law Section, Middle Market and Small Business Committee (April 19, 2021)
- Panelist, “Ethics for Trusts and Estates Attorneys,” California Lawyers Association “Trust Me” Podcast (March 22, 2021)
- Presenter, “Must I? Or Can’t I? Depositing Expert Witness Retainers in Your Client Trust Account,” Association of Professional Responsibility Lawyers’ Mid-Year Meeting, Zoom Conference (March 6, 2021)
- Guest Lecturer, “Ethics Relating to Organization as Client,” UC Berkeley School of Law, Course on Legal Profession (February 16, 2021)
- Presenter, “The Ethical Use of Expert Witnesses,” Los Angeles City Attorney’s Office (February 12, 2021)
- Presenter, “What’s Up With All These New Rules?,” Los Angeles City Attorney’s Office (February 12, 2021)
- Panelist, “Ethical Duties in Times of Crisis,” Sonoma County Bar Association, Zoom Conference (January 27, 2021)
- Panelist, “Performing Nonlegal Services? Mind Your Ethical Duties,” California Lawyers Association, Real Property Law Section Webinar (January 14, 2021)
- Presenter, “The Ethics of Working with Cannabis Clients – High Times, or Buzz Kill?,” California Lawyers Association Webinar (December 7, 2020)
- Presenter, “Career Paths, Networking & Attitude – What worked for me might work for you!,” UCLA School of Law, Video Conference (October 9, 2020)
- Moderator & Panelist, “Hindsight is 2020: A Legal Ethics Year in Review,” California Lawyers Association Annual Meeting, Video Conference (September 25, 2020)
- Panelist, “Where Lawyers Get Into Trouble: Real Estate Transactions and Litigation,” Beverly Hills Bar Association, Zoom Conference (September 24, 2020)
- Panelist, “Ethics Opinion Roundup: What Went Wrong? Bloopers Reel,” Association of Professional Responsibility Lawyers’ Annual Meeting, Video Conference (August 14, 2020)
- Presenter, “New Rules of Professional Conduct in California,” Clear Law Institute online (2020)
- Panelist, “A How to Guide to Conflict Checks & Conflict Waivers,” Los Angeles County Bar Association’s Annual Program on Ethics, Los Angeles, CA (January 25, 2020)
- Presenter, “Ethics Update: What You Need to Know About the New Rules,” California Lawyers Association Litigation Section One and Done – MCLE Extravaganza, San Diego, CA (January 24, 2020)
- Panelist, “Program on Professional Development – Office Politics,” UCLA School of Law, Los Angeles, CA (January 2020)
- Presenter, “California’s New Rules of Professional Conduct,” presentations to various law firms and other organizations in California (2017 – 2019), including:
 - Akin Gump Strauss Hauer & Feld LLP
 - Brott Gross Fishbein LLP
 - Buchalter

- Bryan Cave Leighton Paisner LLP
- Danning, Gill, Diamond & Kollitz, LLP
- Ervin Cohen & Jessup LLP
- Faegre Drinker Biddle & Reath LLP
- Greenberg Glusker LLP
- Lewis Brisbois Bisgaard & Smith LLP
- Milbank LLP
- Miller Barondess, LLP
- Morrison & Foerster LLP
- Munger Tolles & Olson LLP
- Perkins Coie LLP
- Reed Smith LLP
- Reuben Raucher & Blum
- Rutan & Tucker LLP
- Sklar Kirsh LLP
- Presenter, “No Longer Moot – New Rules of Professional Conduct are Here,” UCLA School of Law Moot Court Judges Luncheon, Los Angeles, CA (October 12, 2019)
- Moderator, “The New Rules of Professional Conduct – A Year in Review,” California Lawyers Association Annual Meeting, Monterey, CA (October 11, 2019)
- Moderator, “Professional Responsibility in California: Past, Present and Future,” California Lawyers Association Annual Meeting, Monterey, CA (October 10, 2019)
- Presenter, “What’s New in California? The Rules of Professional Conduct!,” Lawline online (2019)
- Presenter, “California’s New Rules of Professional Conduct: A Comparison with Circular 230 and the ABA Model Rules,” American Bar Association Section of Taxation, San Francisco, CA (October 4, 2019)
- Panelist, “Cannabis Real Estate: Legal and Ethical Issues Facing the Industry,” USC Gould School of Law Real Estate Law and Business Forum, Los Angeles, CA (April 11, 2019)
- Moderator, “Ethical Issues for In-House Counsel,” Lowell Milken Institute for Business Law and Policy at UCLA School of Law, Palo Alto, CA (January 30, 2019)
- Presenter, “The New Rules of Professional Conduct,” California Lawyers Association, Webinar (January 29, 2019)
- Presenter, “The New Rules of Professional Conduct,” J. Reuben Clark Law Society, Irvine, CA (January 17, 2019)
- Presenter, “The New Rules of Professional Conduct (for Transactional Lawyers),” Los Angeles County Bar Association’s Business and Corporations Law Section, Webinar (January 15, 2019)
- Panelist, “Ethics – All You Need to Know: Conflicts, Conflicts, Conflicts – What the New Rules and the *Sheppard Mullin v. J-M* Case have To Say,” Los Angeles County Bar Association’s Annual Program on Ethics, Los Angeles, CA (January 13, 2019)
- Moderator, “How to Keep Your Expert In and Their Expert Out,” California Lawyers Association’s Business Law Section, Webinar (November 6, 2018)
- Presenter, “A New Chapter in Professional Responsibility,” Lowell Milken Institute for Business Law and Policy at UCLA School of Law, Los Angeles, CA (October 30, 2018)

- Presenter, “Trials and Tribulations – Tactics, Strategies and Updates for the Business Litigator: The Ethical Use of Expert Witnesses,” California Lawyers Association’s Solo and Small Firm Section, Los Angeles, CA (October 18, 2018)
- Panelist, “Conflict Waivers, Mediation Waivers, New Rules - Oh My! Avoiding Ethical Traps Triggered by Recent Developments Under California Law,” Beverly Hills Bar Association, Los Angeles, CA (October 11, 2018)
- Presenter, “New Rules of Professional Conduct go into Effect on November 1, 2018 – Are You Ready?,” California Lawyers Association Annual Meeting, San Diego, CA (September 14, 2018)
- Panelist, “New Rules of Professional Conduct go into Effect Later this Year – *ARE YOU READY?*,” Los Angeles County Bar Association, Los Angeles, CA (August 21, 2018)
- Panelist, “Brave New World: What Business Lawyers Need to Know About the Sea Change to New Rules Of Professional Conduct,” Beverly Hills Bar Association, Beverly Hills, CA (July 12, 2018)
- Presenter, “Contracts 101: The Contract of the Year – *But is it Enforceable?*” presentations to various law firms and other organizations in Southern California (2018)
- Presenter, “Teach the Basics of Contract Drafting, Corporate Governance & Transactional Law . . . *in One Single Sentence!*” Emory Law’s 6th Biennial Conference on Teaching Transactional Law and Skills, Atlanta, GA (June 1, 2018)
- Panelist, “Advising Clients on the Formation of Legal Entities in California – Ethical Issues,” California Lawyers Association’s Business Law Section, Los Angeles, CA (March 30, 2018)
- Presenter, “The Proposed Rules of Professional Conduct – What Every Litigator Should Know,” California Lawyers Association’s Litigation Section, Webinar (March 1, 2018)
- Presenter, “Proposed Changes to California Professional Conduct Rules for Transactional Attorneys,” Los Angeles County Bar Association’s Business and Corporations Law Section, Webinar (January 29, 2018)
- Moderator, “Conflicts of Interest: Guidelines for Every Lawyer’s Success,” American Bar Association’s Center for Professional Development, Webinar (July 20, 2017)
- Panelist, “Ethics Issues Relating to the Use of Expert Witnesses,” American Bar Association’s National Conference on Professional Responsibility, St. Louis, MO (June 2, 2017)
- Panelist, “Ethics in, and Negotiating and Preserving Privilege in, M&A Transactions,” American Bar Association’s Business Law Section Spring Meeting, New Orleans, LA (April 6, 2017)
- Moderator, “Venture Capital Panel,” Law and Entrepreneurship Association of UCLA School of Law, Los Angeles, CA (April 4, 2017)
- Panelist, “Ethics – All You Need to Know: The Ethical Use of Expert Witnesses,” Los Angeles County Bar Association’s Annual Program on Ethics, Los Angeles, CA (January 14, 2017)
- Presenter, “The Ethical Use of Expert Witnesses,” presentations to various litigation groups in Southern California (2016 – Present)
- Panelist, “The Effective and Ethical Use of Expert Witnesses,” Annual Meeting of the California State Bar, San Diego, CA (September 30, 2016)

- Presenter, “Key Ethical Issues When Ending the Attorney-Client Relationship,” Bloomberg BNA Ethics, Webinar (April 12, 2016)
- Panelist, “Phantom Clients and How to Exorcise Them,” LMRM Conference, Chicago, IL (March 3, 2016)
- Presenter, “How to Be, and How to Use, an Expert Witness,” California State Bar, Webinar (November 4, 2015)
- Presenter, “Ethics for the In-House Attorney,” presentations to 15 legal departments in California and New York, approximately 1,000 in-house attorneys (2011 – 2014)
- Panelist, “Ethics Update 2014: Significant Developments in the Law of Lawyering,” Annual Meeting of the California State Bar, San Diego, CA (September 12, 2014)
- Panelist, “Ethics Update 2013: Significant Developments in the Law of Lawyering,” Annual Meeting of the California State Bar, San Jose, CA (October 11, 2013)
- Moderator, “Doing Good Made Easy (or at Least Easier): Ethical Issues Arising in *Pro Bono* Representations,” Annual Ethics Symposium of the California State Bar, Los Angeles, CA (April 20, 2013)
- Panelist, “Ethics Update 2012: Significant Developments in the Law of Lawyering,” Annual Meeting of the California State Bar, Monterey, CA (October 12, 2012)
- Moderator, “The No Contact Rule: Up Close and Personal,” Annual Ethics Symposium of the California State Bar, San Francisco, CA (May 19, 2012)
- Co-Teacher, “Negotiations: Creating and Claiming Value,” Harvard University, Cambridge, MA (February 16, 2012 & November 17, 2011)
- Co-Teacher, “Negotiations: Strategies of Influence,” Harvard University, Cambridge, MA (November 15, 2011)
- Moderator & Panelist, “Dealing with Difficult Clients While Maintaining Your Professional Responsibility,” Annual Meeting of the California State Bar, Long Beach, CA (September 17, 2011)
- Moderator, “Ethics on the Inside (Ethical Issues Faced by In-House Attorneys),” Annual Ethics Symposium of the California State Bar, Irvine, CA (April 9, 2011)
- Moderator & Panelist, “Conflicts for Lawyers: How to Get Yourself Disqualified, Sued and Disciplined,” Annual Meeting of the California State Bar, Monterey, CA & San Diego, CA (September 24, 2010 & September 11, 2009)
- Panelist, “When Private Equity Comes Calling: The Role of Corporate Counsel in Takeover Transactions,” 2007 Institute for Corporate Counsel, Los Angeles, CA (December 6, 2007)
- Presenter, “Basics of Mergers & Acquisitions,” Southern California Chapter of ACCA, Los Angeles & Orange Counties, CA (November 8, 2006)
- Panelist, “Developments in Corporate Governance: Revisiting Director Voting and other Hot Potatoes,” ABA Business Bar Leaders Conference, Chicago, IL (May 10, 2006)
- Panelist, “Legislation: Turning Ideas into Law: Effective Legislative Strategies for Business Law Organizations,” ABA Business Bar Leaders Conference, Chicago, IL (May 10, 2006)
- Panelist, “Mergers & Acquisitions: Growth, Access to Capital and Liquidity through Mergers, Acquisitions and Strategic Alliances,” The Investment Capital Conference 2004, Los Angeles, CA (April 27, 2004)
- Guest Lecturer, “Corporate Governance,” USC Business School, Course on Advanced Finance, Los Angeles, CA (July 26, 2004)

- Moderator & Panelist, “Doing Business Online: Financing Online Operations,” Law Seminars International, Los Angeles, CA (August 25, 2000)

Publications (since 2004)

- *Ballantine & Sterling: California Corporation Laws*, General Editor, LexisNexis/Matthew Bender Publisher (2012 – Present)
- *Litigating and Judging Business Entity Governance Disputes in California*, General Editor, LexisNexis/Matthew Bender Publisher (2019 – Present)
- *Practical Guidance / Lexis Practice Advisor: Ethics For In-House Counsel*, Contributing Author (2015 – Present)
- *Life Cycle of a Business*, UCLA Law Course Reader, Editor (2002 – Present)
- *Guide to the California Rules of Professional Conduct for Estate Planning, Trust and Probate Counsel*, Editor, California Lawyers Association (Fourth Edition published Fall 2020)
- *Business Law News*, Issue Editor for first-ever issue devoted entirely to ethical issues of interest to business lawyers (2024, Issue 2)
- “The Application of the Rules of Professional Conduct to In-House Lawyers,” *Business Law News* (2024, Issue 2)
- “Letter from Issue Editor,” *Business Law News* (2024, Issue 2)
- “When Sense of Duty Fails,” *Los Angeles Lawyer* (March 2024)
- “Annual Review 2023,” *California Lawyers Association eNews Ethics Spotlight* (March 2024); *Business Law News* (2024, Issue 1)
- “The New ‘Snitch Rules,’” *California Lawyers Association eNews Ethics Spotlight* (November 2023)
- “The ‘Snitch Rule,’” email alert sent by the Business Law Section of the California Lawyers Association to its members (October 10, 2023)
- “B-Law B-Law B-Law: Ethics for Business Lawyers – Client Trust Accounts,” *Business Law News* (2023, Issue 2)
- “Client Trust Accounts and Bank Stability Concerns,” *California Lawyers Association eNews Ethics Spotlight* (May 2023)
- “Annual Review 2022,” *California Lawyers Association eNews Ethics Spotlight* (February 2023); *Business Law News* (2023, Issue 1)
- “B-Law B-Law B-Law: Ethics for Business Lawyers – Annual Review 2021,” *Business Law News* (2022, Issue 2)
- “Ethical Issues When Fees Are Paid by Non-Clients,” *California Lawyers Association Legal Perspectives* (Fall 2022)
- “What is Informed Written Consent?,” *California Lawyers Association eNews Ethics Spotlight* (June 2022)
- “Who Is the Client? The Ethics Rule Implications for In-House Counsel and Outside Counsel,” *ABA Business Law Today* (March 2022)
- “Conflicts of Interest in M&A Transactions,” *California Lawyers Association eNews Ethics Spotlight* (January 2022); *Business Law News* (2022, Issue 3)
- “The Rules of Professional Conduct Apply to In-House Lawyers,” *ABA Litigation News* (December 20, 2021); *ABA Corporate Counsel* (Fall 2021)
- “B-Law B-Law B-Law: Ethics for Business Lawyers – The No Contact Rule,” *Business Law News* (2021, Issue 3)

- “Who Is the Client? Ethics Issues in Structuring Start-Ups and Representing Early-Stage Companies,” *Business Law Today* (December 8, 2021)
- “B-Law B-Law B-Law: Ethics for Business Lawyers – Negotiations and Documentation,” *Business Law News* (2021, Issue 2)
- “The Importance of Knowing Who Is, and Who Is Not, Your Client,” *Business Law News* (2019, Issue 3); *California Real Property Journal* (2019, Vol. 37, No. 4); *California Lawyers Association Legal Perspectives* (Fall 2021)
- “B-Law B-Law B-Law: Ethics for Business Lawyers – Flat Fee Engagements,” *Business Law News* (2021, Issue 1)
- “The Attorney Disciplinary System,” *California Lawyers Association eNews Ethics Spotlight* (July 2021)
- “CLA Issues its First Advisory Opinion on Ethical Screens,” *The Daily Journal* (March 16, 2021)
- “B-Law B-Law B-Law: Ethics for Business Lawyers,” *Business Law News* (2020, Issue 4)
- “Soliciting Gifts from Clients,” *California Lawyers Association eNews Ethics Spotlight* (December 2020)
- “Sometimes You Need an Expert Witness,” *California Lawyers Association eNews Ethics Spotlight* (October 2020)
- “The New Ethics Committee of the California Lawyers Association: An Active First Year!,” *California Trusts and Estates Quarterly* (2020, Vol. 26, Issue 3)
- “Attorneys and Cannabis Clients: Know Your Risks,” *American Bar Association Expert Witnesses* (Summer 2020, Vol. 16 No. 2)
- “Legal Ethics and the Coronavirus,” *California Lawyers Association eNews Ethics Spotlight* (April 2020)
- “Consensual Sexual Relations With Clients? No. Not Ever. Not Even On Valentine’s Day!,” *California Lawyers Association eNews* (February 2020); *LACBA Update* (February/March 2020)
- “Advance Fee Deposits and Your Client Trust Account,” *California Lawyers Association eNews Ethics Spotlight* (December 2019)
- “The Importance of Knowing Who Is, and Who Is Not, My Client,” *California Lawyers Association eNews Ethics Spotlight* (September 2019)
- “Cannabis Clients – High Times, or Buzz Kill?,” *LACBA Update* (August 2019); *California Lawyers Association eNews Ethics Spotlight* (October 2019); *Business Law News* (2019, Issue 4)
- “Warning: New Rules of Professional Conduct Are Here & They Apply to You!,” *California Young Lawyers Association eNews Ethics Spotlight* (Spring 2019)
- “Teach the Basics of Contract Drafting, Corporate Governance & Transactional Law in One Sentence,” *20 Tennessee Journal of Business Law* 387 (2019)
- “An Update: Rules of Professional Conduct,” *The Practitioner* (Summer 2018)
- “New Rules of Professional Conduct,” *Business Law News* (2018, Issue 2)
- “New Rules: The Entirely New Rules,” *The Daily Journal* (Part 3 of 3-part series) (June 1, 2018)
- “New Rules of Conduct: The Uncontroversial, But Important,” *The Daily Journal* (Part 2 of 3-part series) (May 25, 2018)
- “New Rules of Conduct: The Disruptive and Controversial,” *The Daily Journal* (Part 1 of 3-part series) (May 18, 2018)

- “Proposed New Ethics Rules, and Their Impact on Solo Practitioners,” *The Practitioner* (Spring 2018)
- “The Proposed Rules of Professional Conduct,” *Business Law News* (2018, Issue 1)
- “Proposed New Ethics Rules: What You Need to Know,” *Family Law News* (2018)
- “Best Behavior: Proposed Conduct Rules,” *Los Angeles Lawyer* (November 2017)
- “Ethics Issues in the Use of Expert Witnesses,” *The Professional Lawyer* (2017)
- “Special Coverage – Proposed Rules of Professional Conduct: Lawyer as Third-Party Neutral (Rule 2.4),” *The Daily Journal* (September 11, 2017)
- “Special Coverage – Proposed Rules of Professional Conduct: Organization as Client (Rule 1.13),” *The Daily Journal* (April 24, 2017)
- “What Transactional Lawyers Should Know About Conflicts of Interest,” *Business Law News* (2016, Issue 1)
- “The No Contact Rule Actually DOES Apply to Transactional Lawyers,” *Business Law News* (2015, Issue 4)
- “The Rules of Professional Conduct DO Apply to In-House Lawyers,” *Business Law News* (2015, Issue 3)
- “Ethical Issues for the In-House Transactional Lawyer,” *Business Law News* (2010, Issue 2)
- “Ex Parte Communications in a Transactional Practice,” *Business Law* (2009, Issue 1)
- “Addressing Conflicts of Interest in a Transactional Practice,” *Business Law News* (2008, Issue 4)
- “Executive Committee: Message from the Chair,” *Business Law News* (2007, Issue 3)
- “Executive Committee: Message from the Chair,” *Business Law News* (2007, Issue 2)
- “Executive Committee: Message from the Chair,” *Business Law News* (2007, Issue 1)
- “Executive Committee: Message from the Chair,” *Business Law News* (2006, Annual Review)
- “Executive Committee: Message from the Chair,” *Business Law News* (2006, Issue 4)
- “Hostage Situation: Holders of Preferred Stock Can Become the Victims of Legal Blackmail by Common Stockholders When an Early-Stage Firm Fails – Unless They Take a Simple Step Up Front,” *The Deal* (October 25, 2004)

Cited as Authority (since 2000)

- “Lawyer as Expert Witness or Consultant,” *Freivogel on Conflicts: A Guide to Conflicts of Interest for Lawyers* (Present)
- “Rules of Professional Conduct Approved by the Supreme Court,” *Ethics News*, State Bar of California website (2018 – Present)
- “Calif. Bar Suspends 2K Attys for Flouting Post-Girardi Rules,” *Law360* (July 27, 2023)
- “Lawyers, Lies, and a Housewife,” *CNBC’s American Greed*, Season 15, Episode 24 (March 7, 2023)
- “RHOBH’s Erika Jayne and Tom Girardi’s Divorce and Legal Woes: Everything We Know So Far,” *Us Weekly* (July 21, 2022)
- “Tom Girardi Downfall Casts California Bar in Unflattering Light,” *Bloomberg Law* (July 11, 2022)
- “Attorney’s Advice to Nonclient Leads to Malpractice Claim,” *Litigation News Top Stories*, American Bar Association (December 28, 2021)

- “Barely Legal: The Surreal Saga of Tom Girardi and Erika Jayne,” *Los Angeles Magazine* (November 29, 2021)
- “MedMen Gets its Day in Court,” *Green Market Report* (November 17, 2021)
- “Ex-MedMen CFO Breached Fiduciary Duty, Atty Testifies,” *Law360* (November 16, 2021)
- “The Housewife and the Hustler,” *Hulu*, ABC News Documentary TV Series, Episode 1 (June 14, 2021)
- “Special Prosecutor Kicked Off Other Cases,” *The Daily Journal* (May 27, 2021)
- “Bar Issues Ethics Rule on Mental Competency,” *The Daily Journal* (May 21, 2021)
- “Senior Lawyers’ Mental Health Can Trigger Obligations of Junior Lawyers,” *The Daily Journal* (March 26, 2021)
- “Rule Update: Lawyers Must Maintain Tech Competency,” *The Daily Journal* (March 26, 2021)
- “How Thomas Girardi Allegedly Stole From Clients For Decades,” *Reality Blurb*, (January 23, 2021)
- “Girardi Gained Their Trust, But Left Them With Regret,” *Law360* (January 19, 2021)
- U.S. Supreme Court Amicus Curiae Brief, filed in *Adam Jarchow, et al., Petitioners, v. State Bar of Wisconsin, et al.* (January 31, 2020)
- “Navigating the New Compliance and Ethics Landscape,” *Legal Management Magazine* (November/December 2019)
- “California Lawyers Association Forms Own Ethics Committee,” *The Daily Journal* (August 12, 2019)
- “Supreme Court Orders Halt to New York Case,” *The Royal Gazette* (July 17, 2019)
- “Bermuda Court Orders Halt to US Lawsuit Against Apollo,” *Financial Times* (July 15, 2019)
- “Hearing Sought on Possible Conflict for Major Firms Representing Parents in Admissions Scandal,” *The Daily Journal* (June 10, 2019)
- “Firm Plans to Drop Cardenas Accuser,” *Los Angeles Times* (May 20, 2019)
- “High-Profile Law Firm Plans to Quit Sexual Assault Case Targeting Rep. Tony Cardenas,” *Los Angeles Times* (May 17, 2019)
- “Reverse Auctions are Legal, But Can Lead to a Slippery Slope,” *The Daily Journal* (May 6, 2019)
- “Avenatti Saga Spotlights Attorney Ethics, When to Draw Lines,” *Bloomberg Law* (March 26, 2019)
- “The Many Ethical Questions Arising from the Conduct of Michael Avenatti,” *Inside Compliance: Loyola University Chicago School of Law* (March 19, 2019)
- “Women on Board: California Law Requiring Female Corporate Directors Could be Unconstitutional,” *CBC News* (March 8, 2019)
- “Michael Avenatti’s Ex Mareli Miniutti Got Money Allegedly Hidden From Bankruptcy Court,” *The Daily Beast* (February 18, 2019)
- “Former Client Accuses Michael Avenatti of Operating Law Firm Like a ‘Ponzi Scheme,’” *The Daily Beast* (January 22, 2019)
- “Ethical Cannabis Lawyering in California,” *St. Mary’s Journal on Legal Malpractice & Ethics*, by Francis J. Mootz, III (2018)
- “Michael Avenatti Preps for Two Weeks of Hell: Child Support, Debts, and Abuse Allegations,” *The Daily Beast* (December 3, 2018)

- “Raging Wildfires Bring Concerns of Legal Fraud in California,” *Bloomberg Law* (November 16, 2018)
- “California Rules of Professional Conduct Update,” *Legal Talk Network* (October 16, 2018)
- “Media Companies Could Run Afoul of California Law Banning All-Male Boardrooms,” *The Hollywood Reporter* (October 4, 2018)
- “California is One of Few States Implementing New Anti-Harassment Rule,” *The Daily Journal* (September 27, 2018)
- “Lawyers, Expert Witnesses and Ethics-Beyond Mere Testimony,” by Greg Gerganoff (August 3, 2018)
- “Ethical Issues for Attorneys & Expert Witnesses,” *ForensisGroup*, by Kat S. Hatzivramidis (May 31, 2018)
- “Judge Puts Brief Pause on CBS-Shari Redstone Legal Battle,” *Variety* (May 16, 2018)
- “Trump Boasts NDAs a Common Practice for ‘Celebrities and People of Wealth,’” *NBC News* (May 3, 2018)
- “Hidden Expert-Pay Ruling Won’t Improve J&J Odds at Retrial,” *Law360* (April 30, 2018)
- “Federal Judge Rejects Stormy Daniels’ Request for Expedited Trial,” *ABC News* (March 29, 2018)
- “Porn Star Raising Funds for Legal Expenses in Trump Disclosure Fight,” *ABC News* (March 14, 2018)
- “Corporations Must Embrace Diversity to Prevent Misconduct and Liability Costs from Sexual Harassment,” *Variety* (December 13, 2017)
- “Weinstein Scandal Triggers Questions of Corporate Liability and Even Complicity,” *Variety* (October 25, 2017)
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- *Plikaytis v. Fairmont L.P. (In re Roth Mgmt. Corp.)*, No. 14-56408, United States Court of Appeals for the Ninth Circuit (November 7, 2016)
- “Key Players at Ground Zero of L.A.’s Dot-Com Shakeout,” *Los Angeles Business Journal* (October 16, 2000)

MISCELLANEOUS

Bar Admissions & Memberships

- Admitted to practice in California, New York & District of Columbia
- Member:
 - American Bar Association
 - Ethics, Professionalism and Civility Subcommittee (Co-Chair 2021 – 2022)
 - Business Law Section
 - Corporate Governance Committee
 - Center for Professional Responsibility
 - Expert Witness Committee
 - Professional Liability Litigation Committee, and its Attorneys’ Liability Subcommittee
 - Association of Professional Responsibility Lawyers
 - California Lawyers Association

- Business Law Section
- Civility Task Force
- Ethics Committee
- Los Angeles County Bar Association
 - Professional Responsibility and Ethics Committee

Personal

- Married; father to 3 young men
- Marathon runner: New York, Los Angeles, Ventura, Long Beach . . . and still going!

