

GENERAL  COUNSEL<sup>PC</sup>

ATTORNEYS AT LAW

## FIRM PROFILE

**General Counsel, P.C. provides legal representation to businesses, non-profits and individuals.**

General Counsel, P.C.'s attorneys do not simply want to provide you legal services – any attorney can provide legal services. Rather, we want to be “*your legal partner and trusted advisor.*” We want to develop a long-term relationship in which our attorneys become an integral component of your success.

Since its foundation in 2004, General Counsel, P.C. has grown through building long-term relationships with satisfied clients. The “concept” beyond General Counsel, P.C. is simple. Most large corporations will have “in-house” lawyers who are employees of the corporation. These lawyers are familiar with the corporation’s business and, as such, can customize their legal counsel to the organization’s business goals.

At General Counsel, P.C., our goal is to fulfill a similar role for smaller businesses that do not have the resources (or do not want to incur the cost) to have “in-house” legal counsel. We work to understand our clients’ business methods and objectives, which allows our attorneys to provide better and more cost-effective representation.

For our corporate and non-profit clients, we provide full service legal representation with a dedicated team of attorneys. Each client has one of our attorneys dedicated as their outside general counsel. That attorney not only is responsible to oversee and coordinate the client’s legal representation, but also the attorney is responsible for learning about the client’s business and consistently striving to better serve and assist with the client’s success.

This desire to best serve the interests of our clients is evidenced by our estate planning practice. As representation of our corporate clients progressed, business owners requested assistance with business succession and estate planning. To best serve these clients, we developed our estate planning and probate administration practice. We provide comprehensive individual/family estate planning and, as necessary, probate administrative services.

For all clients, General Counsel, P.C. attorneys strive to provide service and legal representation beyond client expectations. We understand that clients are our customers and, as such, nothing is more important than customer service. We truly want to develop long-term relationships in which our attorneys become an integral component of your success. We want to be your outside general counsel.

**WHAT OUR CLIENTS SAY ABOUT US**

"General Counsel has performed as our corporate counsel since 2006 and we are absolutely delighted with the quality of service and expertise they bring to our company. General Counsel, under the stewardship of Merritt Green, has helped us with business structure, contractual arrangements, collections and trademark efforts in a cost effective manner. As Four Sales' President, it is very reassuring to know that a growing company like ours has the legal infrastructure of a much larger company thanks to the expertise and talent of General Counsel, P.C."

--*Daniel Sanders, President and CEO, Four Sales Ltd - Professional Estate Sales since 1972*

"General Counsel has been our legal counsel since our start. I would have never thought it possible to have such a committed team looking out for our interests and anticipating our needs in so many areas. We value the relationship with General Counsel and their team."

--*Sherry M. Bell, COO, Fundraising Initiatives, Inc.*

"Don't let their name fool you, General Counsel delivered way more than we could have ever hoped for. Being in the fast-paced creative industry its comforting to know we have G.C. on stand-by, and that they truly understand our business. Trust me, there are not that many right-brained law firms out there!"

--*Jake Lefebure, Creative Director, Design Army*

"General Counsel, P.C. understands Small Business needs. They have become a strategic partner providing exceptional counsel in the dynamic and ever-changing world of government contracting. They are a great peace of mind."

--*Thomas J. Davis, CEO, IT Coalition, Inc.*

"Merritt and the General Counsel team have provided the ASBC with competent legal representation and guidance which has contributed to our ability to serve our Members and provide a platform that enhances the ability of companies to business in the Government Sector. I recommend Merritt and General Counsel, P.C. without reservation."

--*Guy Timberlake, President, Chief Visionary and CEO, American Small Business Coalition*

"Merritt has been a valuable business partner with Paychex providing legal needs of businesses and non-profit organizations in Virginia, Maryland and Washington, D.C. since 2001. From incorporation, contract review and drafting, labor/employment matters, commercial real estate, civil litigation and general counsel, Merritt has provided our clients the legal expertise and guidance they have needed during critical periods in their business life cycle."

--*Jonathan Boehmer, District Sales Manager, Paychex, Inc.*

As a government contractor (and growing business), I have relied on General Counsel, P.C. for over four years to be my "legal partner and trusted advisor." General Counsel's team of attorneys is a vital part of our business. They not only provide exceptional legal services, but they take the time to learn about and understand our business. They care about our success. I highly recommend General Counsel, P.C. for any business that wants great legal service provided by attorneys that care about your business.

--*Michael L. Daniels, CEO, Incisive Technology Incorporated*

**FIRM PRACTICE GROUPS**

- 1. Corporate Practice Group:** Business owners and leaders need sound legal counsel when making business decisions and in operating their businesses. Our Corporate Practice Group provides complete representation to businesses, and business owners, during the lifecycle of the business – from formation to divestiture and everything in between. We truly serve as the “general counsel” for our clients.
- 2. Government Contracts Practice Group:** Companies doing business with the federal government – whether as a prime or subcontractor – have a specialized set of rules that they must follow to achieve business success. Our attorneys know these rules. Our Government Contracts Practice Group has experience relevant to the entire lifecycle of a government contractor, including formation, contract negotiation and award, contract administration, bid and contract disputes, and Mergers & Acquisitions transactions.
- 3. Labor/Employment Law Practice Group:** For many employers, labor/employment matters can be a consistent struggle. It should not be. Our Labor/Employment Law Practice Group has extensive experience in helping to create sound policies so that human resource departments can provide a strong foundation for companies. Our attorneys also provide day-to-day counsel for employers to avoid employment-related disputes. And, finally, when necessary, our attorneys vigorously defend our clients from employment-related claims.
- 4. Litigation Practice Group:** Most of the time, businesses wish to avoid litigation. However, sometimes it is necessary to protect your company, or required to redress a wrong. Our attorneys have extensive state, federal and appellate court litigation experience and will work to pursue strong advocacy on behalf of our clients.
- 5. Intellectual Property Practice Group:** Intellectual property can be the foundation of a business and its most important asset. Our attorneys understand this. Whether obtaining, defending or protecting a trademark for a business name or logo, successfully prosecuting a patent or fighting off a potential patent infringer, or obtaining copyright protection, our Intellectual Property Practice Group can assist.
- 6. Estate and Business Succession Practice Group:** Individuals and business owners need to protect their assets and successfully transfer them to future generations while minimizing estate taxes or probate costs. Individuals want to transfer assets, ensure their medical decisions are respected, and have the peace of mind knowing that their personal affairs are in order. Business owners also encounter these issues, and need to ensure that their business is successfully sold or transferred to heirs. Our attorneys have vast experience assisting individuals and business owners with this planning.
- 7. Probate and Estate Administration Practice Group:** When a person passes away, their estate must be distributed to the decedent’s heirs. Depending upon the decedent’s estate planning (or lack thereof), this can often be a complicated process that is subject to court oversight. Our knowledgeable and experienced attorneys can assist and make sure that the probate process is orderly and fulfills the wishes of the decedent.
- 8. Non-Profit Organizations Practice Group:** Non-profits and trade associations need an outside general counsel that understands their organization and the unique legal issues applicable to their non-profit status. Our attorneys have such expertise and serve as legal counsel and board members for non-profit clients.

### **CORPORATE PRACTICE GROUP**

General Counsel, P.C. provides complete corporate counsel to businesses. We firmly believe that “*every business needs a general counsel.*”

Our Corporate Practice Group provides a myriad of services for businesses, including the following:

#### **Corporate Formation**

Whether forming your business in Virginia, Maryland, or Washington, D.C., we can help you establish, register and create proper organizational documents to get your business properly started.

LLC Formation: Determining name availability; filing Articles of Organization to register the business; drafting operating agreements; drafting buy/sell Agreements (as necessary)

S-Corporation Formation: Filing Articles of Incorporation to register the business; drafting corporate Bylaws; drafting shareholder agreements; drafting corporate resolutions and minutes; representation to board of directors.

Other Corporate Entities: Our attorneys can also assist with the creation of partnerships, limited partnerships, and other corporate entities as appropriate to provide liability protection for our clients.

#### **Registered Agent**

As a business registered and doing business in Virginia, a registered agent is required. For a low annual fee, General Counsel, P.C. will serve as registered agent for businesses and non-profit organizations.

#### **Corporate Annual Meetings**

All corporations are required by statute to have bylaws, a board of directors and have annual board of director meetings. General Counsel, P.C. will organize, conduct, and record important minutes and resolutions of the company to ensure that this important corporate formality is followed.

#### **Contract Drafting/Negotiation**

Whether a new business or one that has been in existence for years, the relationship that you have with your clients and vendors can help determine the success of your business. A good contract often goes unnoticed. A bad contract or no contract will often lead to disagreements with customers/vendors, lost business, and potential litigation to resolve disputes. Accordingly, for all businesses it is vitally important to have carefully drafted and reviewed contracts that are customized for your business purposes. General Counsel, P.C.’s attorneys have extensive experience drafting, reviewing and negotiating contracts for our clients.

#### **Commercial Real Estate Representation**

Although it is often one of the highest fixed costs, many businesses neglect to carefully review and negotiate the terms of their commercial lease. Landlords know this and often attempt to make their leases as “landlord friendly” as possible. General Counsel, P.C. can help you review your commercial lease and negotiate for relief from the more one-sided terms and conditions. In addition, if you ever need to enter into a sublease agreement or have any disputes concerning your lease, we can provide legal assistance.

## **CORPORATE PRACTICE GROUP CON'T**

### **Commercial Bank Loans**

Whether to open a new business or expand an existing one, businesses often require bank loans. A business does not have to “accept” the terms and conditions provided by the bank. Rather, it is in the business’ best interest to have an attorney review and negotiate the terms and conditions of the loan documents. General Counsel, P.C. can review commercial loan documents to help your business obtain the best terms possible.

### **Corporate Transactions/Mergers & Acquisitions**

Our attorneys can help you buy or sell a business. Buying or selling a business can be an extremely complicated endeavor. If you are selling the business, in addition to obtaining a fair value, you want to insure that you limit/eliminate your potential liabilities following the sale so that you can move forward. If you are buying a business, you want to ensure that you have full disclosure of all aspects of the business. In addition to financial disclosure, you want to know what, if any, liabilities are associated with the business. Further, you want to ensure that the agreement provides you with protection from liabilities.

Whether an asset purchase agreement or a stock purchase agreement, whether an S-Corporation, an LLC, or a sole proprietorship, General Counsel, P.C. can assist with the sale or purchase of a business. If you are considering buying or selling a company, please call us to discuss how we can assist.

### **Business Planning**

Business owners need to ensure that their business relationship is clearly defined and that they properly plan for their retirement and/or sale of their company. This can be accomplished through operating agreements, shareholder agreements, and many times most importantly, buy-sell agreements. We can help your business prepare for “bumps” in the relationship between corporate owners and coordinate succession planning.

### **Corporate Counsel**

In addition to the specific areas of representation discussed above, one of the most important functions our attorneys provide clients is serving as corporate counsel. We strive to become our clients’ “legal partner and trusted advisor.” Similar to the in-house legal counsel of large corporations, we become familiar with the business methods and objectives of our clients. Accordingly, when our clients make business decisions, they often seek our legal counsel to proactively consider possible ramifications.

Our attorneys also assist clients with regulatory and governmental matters, ranging from obtaining appropriate licenses for their businesses to resolving disputes with government entities.

Finally, sometimes our clients have issues that require specialized legal expertise. In each circumstance, we truly serve as the “general counsel” of our clients and assist in locating appropriate counsel for these matters. We oversee the work performed by such counsel and ensure that our client is obtaining quality service.

### **Insurance Coverage**

You have insurance to minimize the risk of a financial tsunami that would damage your business. But a dispute with your insurance carrier can threaten that sanctuary. Our experienced attorneys assist policyholders through each step of the insurance coverage dispute process—from proactive analysis of the coverage provided in your policy to early-stage discussions with your insurance carrier, all the way to trial and appeal.

**GOVERNMENT CONTRACTS PRACTICE GROUP**

Government contractors need legal counsel that understand – and have specialized experience – representing government contractors. Our attorneys have such experience and the resulting knowledge.

General Counsel, P.C.'s attorneys have experience providing legal advice, negotiation skills, and litigation expertise relevant to the entire lifecycle of a government contractor – from contract negotiation and award to contract administration and disputes. We have been able to resolve disputes with Government customers without having to resort to antagonizing litigation procedures that can sometimes destroy good customer relations. When necessary, we have filed bid protests and pursued contract claims against the Government, with successful results.

We have advised clients on teaming agreements, subcontractor agreements, and related issues. We also advise contractors who qualify for small business set-aside awards, 8(a) competitive and non-competitive contracts, and HUBZone and Service-Disabled, Veteran Owned contracts.

Our attorneys have been involved in over 150 bid protests, including successful protests before the Government Accountability Office (GAO), the U. S. Court of Federal Claims, and the FAA's Office of Dispute Resolution for Acquisition. We have also filed protests on small business issues and pursued appeals before the Small Business Administration's Office of Hearings and Appeals.

Our attorneys have litigated Government Contract claims at the U.S. Court of Federal Claims, the Armed Services Board of Contract Appeals, and the new Civilian Board of Contract Appeals, as well as the predecessor boards of contract appeals such as the General Services Board of Contract Appeals, the Energy Board of Contract Appeals, and the USDA Board of Contract Appeals, among others.

General Counsel, P.C.'s attorneys also have experience negotiating and litigating subcontractor disputes in state and federal courts and before private dispute resolution panels such as the American Arbitration Association.

**LABOR/EMPLOYMENT LAW PRACTICE GROUP**

**Comprehensive Labor and Employment Representation**

Employers cannot be too careful. We live in a litigious society and people have no qualms about filing lawsuits against their employers, with or without the slightest provocation. General Counsel, P.C. can assist in minimizing the risk of litigation and, if necessary, defending such litigation.

Almost as important as minimizing the risk of litigation is having effective human resource policies to assist with maintaining employee morale. Employers want to minimize employee turnover and improve employee morale. An effective and comprehensive human resource policy and procedure can assist in achieving these goals, which are vital to business success. General Counsel, P.C. can assist in designing and implementing these policies and procedures.

**The Best Defense is a Strong Offense**

General Counsel, P.C. strives to improve employee morale and minimize the risk of employment litigation for employers through proper utilization of employment documents and policies. The saying that a “strong offense is the best defense” is equally true for employment law. The best way to avoid human resource problems is through proper enactment of policies that are effectively and equally enforced. General Counsel, P.C. can assist with the drafting and implementation of effective human resource policies including:

Employee Handbooks (customized for your business)  
EEO and Non-Harassment Policies (and training)  
Confidentiality/Non-Competition Agreements  
Communication Policies

Privacy Policies  
Review/Termination Policies  
Severance Agreements  
Equipment Use Policies

**Effective Human Resources-Implementation**

Excellent human resource policies are the first step in improving employee morale and minimizing the risk of employment litigation. The second step is effectively implementing such policies on a day-to-day basis. General Counsel, P.C. can provide day-to-day human resources counsel on matters such as:

- Proper Advertising and Hiring of Employees
- Conducting Employee Reviews and Proper Documentation
- Methods to Minimize Liability when Firing Employees

**LABOR/EMPLOYMENT LAW PRACTICE GROUP CON'T**

**Labor/Employment Law Areas of Representation**

Our attorneys can also offer legal counsel on the following areas of labor/employment law:

Employment Discrimination (Title VII)	Family Medical and Leave Act
Racial Discrimination	Fair Labor Standards Act (overtime)
Sexual Harassment/Discrimination	Pregnancy Discrimination Act
Disability Discrimination	Uniformed Services Employment and Reemployment Rights Act
Americans with Disabilities Act	Protection of Trade Secrets
Age Discrimination	Employee Duty of Loyalty
Age Discrimination in Employment Act	Non-Competition Agreements

**Litigation Defense**

Occasionally, even if an employer does everything right, an employee will file a complaint with the Equal Employment Opportunity Commission (EEOC), local state agency, or file a lawsuit alleging wrongful termination discrimination or a breach of contract. In such a situation, General Counsel, P.C. can effectively defend against such claims.

EEOC Statements of Position: The primary step in most employment disputes is the opportunity for the employer to provide a “Statement of Position” to the EEOC in response to a discrimination charge. Our attorneys have extensive experience submitting Statements of Position to the EEOC to defend against allegations of discrimination.

Employment Litigation: Our attorneys have experience representing employers in state and federal courts. Whether a discrimination claim, a breach of contract claim, or an overtime claim, and whether in Virginia, Maryland, or Washington, D.C., General Counsel, P.C. can provide cost-effective representation of employment-related litigation. Our attorneys are licensed to practice in both state and federal courts throughout Virginia, Maryland, and Washington, D.C.

**Non-Competition Agreements**

Two of a business’ most important assets are its employees and its clients. A non-competition agreement that includes anti-piracy, confidentiality, and non-solicitation provisions can be an extraordinarily effective tool to protect these business assets. If not properly tailored to protect vital interests of each specific business, the non-competition agreement may be invalid. Our attorneys have drafted non-competition agreements for many clients and can assist your business with drafting an effective non-competition agreement that will protect your business.

Finally, a non-competition agreement is useless if you do not attempt to enforce it. Our attorneys have represented businesses on both sides of non-competition litigation – both in trying to enforce a non-competition agreement through injunctive relief and other claims for damage, and in defending clients for alleged breaches of a non-competition agreement and damages. We can assist your business with these claims.

**LITIGATION PRACTICE GROUP**

**Litigation – Turn to Our Experienced Attorneys**

Whether you are running a business or a non-profit organization, litigation can interfere with your operations, disrupt busy schedules, and cost your business both time and money. General Counsel, P.C. understands that lawsuits can interfere with your business plans. Our attorneys work with clients to minimize the costs associated with litigation.

However, sometimes litigation is unavoidable. Whether the lawsuit involves a former employee, a business dispute with a competitor, or a conflict with a vendor, General Counsel, P.C. and its attorneys can provide your business with diligent and aggressive representation.

We represent clients in state and federal courts in Virginia, Maryland, and the District of Columbia.

**Your Legal Partners**

Our experienced attorneys can efficiently and cost-effectively handle your business litigation matters or appeals process so that you may get back to the business of doing business. We offer skilled representation in employment law and business law litigation, in addition to the following areas you may confront:

- Commercial Disputes
- Employment Disputes
- Bad Faith Insurance Claim
- Business Disputes
- Local Counsel in State and Federal Courts
- Defamation Actions
- Contract Disputes
- Insurance Lawsuit
- Other Litigation Matters

The goal of General Counsel, P.C. is to be “your legal partner and trusted advisor,” efficiently and cost-effectively handling your legal issues, letting you focus on your business.

**INTELLECTUAL PROPERTY PRACTICE GROUP**

General Counsel, P.C.'s attorneys provide full service intellectual property representation to clients.

Our attorneys provide full service intellectual property representation to clients. As our culture is becoming more technologically advanced, it is becoming increasingly important for companies to safeguard their ways of doing business. While intellectual property once primarily referred to patents, copyrights, trademarks and trade secrets, it also includes computer software and technology developments that enhance business operations and methods.

Our attorneys provide business and legal counsel on protecting rights to new business products, innovative technology, unique methods of doing business, and on safeguarding brand identity. It is important for businesses or inventors to secure intellectual property rights on unique developments or risk having their work stolen without any legal recourse.

**Patents**

Patents, the strongest guardians of intellectual property, protect innovation. Those possessing new machines, compositions, methods, articles of manufacture, and designs often seek a patent. A patent bestows a property right in the innovation and allows potentially strengthened market presence.

**Trademarks**

A trademark is a word, phrase, or symbol that is distinctive of goods or services and is used in a manner that identifies those goods or services and distinguishes them from the goods or services of others. Trademark registration is often beneficial for businesses.

**Copyrights**

Copyright law protects original works of expression. A copyright prevents another from copying literary works; musical works; dramatic works; choreographic works; pictorial, graphic, and sculptural works; motion pictures and other audiovisual works; sound recordings; and other similar devices.

**Trade Secrets**

Trade secrets protect innovations that are secret and bestow a commercial advantage to the keeper. It is often advantageous to use trade secret protection rather than patent protection for certain types of inventions. The trade secret protection is very different from the patent protection.

**ESTATE PLANNING AND BUSINESS SUCCESSION PLANNING PRACTICE GROUP**

Estate Planning is one of the most important steps to ensure that your final property and health care wishes are honored, family harmony is preserved, and that loved ones are provided for after your death. Working with General Counsel, P.C.'s estate planning group will allow you and your family to be confident that your wishes will be followed regarding your property disposition, medical care decisions, and guardianship matters while minimizing future estate taxes and probate costs.

**Estate Planning – Personal/Family Planning**

General Counsel, P.C. provides full service estate planning for our clients. This includes all aspects of planning, from creating simple and complex wills, revocable trusts, irrevocable trusts, durable powers of attorney, medical directives, and family limited liability companies to ensure that the personal wishes of an individual are followed during and after an individual's lifetime.

Our goal with every client is to create an individualized estate plan that our clients understand. This education and knowledge allows our clients to be assured that their distinctive wishes regarding their medical decisions, property interests, and their distinctive objectives will be followed in the future.

**Business Succession Planning**

Without proper planning, a lifetime of work and value in a business can be lost upon the death or disability of the owner. Our attorneys work with business owners to ensure that one of their most valuable assets – their business – is maximized. Whether this involves drafting a buy-sell agreement between owners, an employee buy-out, or sale to a third party, we assist business owners with their plans to obtain the utmost value for their business.

**PROBATE AND ESTATE ADMINISTRATION PRACTICE GROUP**

General Counsel, P.C. also provides probate counsel and estate administration throughout Virginia, Maryland, and Washington, D.C. Probate is the court-supervised process wherein the decedent's assets are accounted for and distributed to his/her heirs. This process occurs whether the decedent passed with or without a will.

After a loved one dies, the distribution of assets and property can be a difficult and confusing process. The attorneys at General Counsel, P.C. are experienced in providing caring, compassionate, and capable guidance through the probate and estate administration process.

**What is Probate?** The legal process of transferring property upon a person's death is known as "probate." People generally formalize their intentions regarding the transfer of their property in a will. During probate, the decedent's estate and property is subject to an accounting, certain debts are paid from the estate, and the property is distributed.

**Our Attorneys are experienced in assisting with the process of probating an estate, which includes:**

- Collecting all probate property of the decedent;
- Paying all debts, claims and taxes owed by the estate;
- Collecting all rights to income, dividends, etc.;
- Settling any disputes; and
- Distributing or transferring the remaining property to the heirs.

**NON-PROFIT PRACTICE GROUP**

The attorneys at General Counsel, P.C. can help you navigate the technically complex and continually changing aspects of non-profit and exempt organization law. Our attorneys are prepared to work with you on any of the various issues you may be facing, ranging from transactional matters, in property and contracts, to employment law compliance within your non-profit group. At General Counsel, P.C. we can provide advice to your non-profit organization with regard to federal and state law, ensuring that your group is meeting all of the necessary requirements to remain in good standing.

A critical component of non-profit organizations relates to their status as tax-exempt entities, which entails a wide spectrum of matters. The General Counsel, P.C. attorneys are eager to help you obtain your tax-exempt status, maintain that status, and avoid the pitfalls that can accompany the unique standing of non-profits. We can also help you develop and implement plans for your for-profit subsidiaries, foundations and any related lobbying activities.

Our experienced and capable attorneys are ready to help you and your organization in whatever capacity you need.

**OUR TEAM OF ATTORNEYS**

**M. Keith Blankenship – Chair, Intellectual Property Practice** -- Mr. Blankenship leads the firm's Intellectual Property Practice Group. His practice emphasizes acquisition and enforcement of intellectual property rights. He prepares and prosecutes patent applications in a wide variety of technology areas, primarily relating to biotechnology, mechanical, and software arts; and appeals to the United States Patent and Trademark Office Board of Patent Appeals and Interferences. Keith's patent litigation experience includes enforcement of patent rights for both utility and design patents; and his unfair competition litigation experience includes defending and enforcing trade rights for clients in many varied goods and services. Keith received his J.D. from Franklin Pierce Law Center, where he received honors for moot court competitions, ATLA Advanced Trial Advocacy competitions, and as a teaching assistant in patent law. His undergraduate degree in biochemistry is from the University of Florida (2001). Mr. Blankenship is a frequent lecturer on securing and protecting intellectual property rights.

**Douglas W. Callabresi** – Mr. Callabresi has substantial complex commercial, insurance, intellectual property, business and collections litigation experience. Previously, Mr. Callabresi was a litigation associate at Boornazian, Jensen & Garthe, P.C. in Oakland, California and Kaufman & Logan in San Francisco, California where he successfully represented individuals and businesses in state and federal courts. Doug received his J.D. from the Case Western Reserve University Law School, Cleveland, Ohio (1998) and his undergraduate degree in psychology from the University of California, San Diego (1992).

**Jeremy Dorfman** – Mr. Dorfman is an associate in the firm's corporate practice group. He received his law degree in 2007 from Syracuse University College of Law and his undergraduate degree from the University of Arizona.

**Merritt J. Green – Founder/Managing Partner** -- Mr. Green is General Counsel, P.C.'s founder and managing partner. Merritt serves as an outside general counsel to numerous clients providing guidance on legal issues confronting businesses and non-profit organizations ranging from contracts and agreements to the structuring of corporate transactions and business formations. Merritt also represents businesses in all aspects of labor and employment law. Merritt serves as a Contributing Editor to the American Bar Association's Treatise on Labor Law, The Developing Labor Law, and is a frequent lecturer on labor and employment law issues for human resource professionals and business executives. Merritt is a member of the Greater McLean Chamber of Commerce Board of Directors, serves as the Chair for the General Counsel Committee for the American Small Business Coalition and the Intelligent Community, and is a strong supporter of local charities through the General Counsel, P.C. Charity Golf Tournament. Merritt received his J.D., *cum laude*, from the Syracuse University College of Law (1997). At Syracuse, he was an Associate Editor of the Syracuse Law Review and was Editor-in-Chief of The Labor Lawyer, the publication of the American Bar Association Labor and Employment Law Section. He was a College of Law Scholar and was inducted into the Justinian Honorary Law Society. Merritt received his undergraduate degree from Middlebury College (1992) and spent a year as a student of Wadham College, Oxford University. Prior to opening General Counsel, P.C., Merritt was an associate with Venable LLP.

**Robert H. Jackson – Of Counsel** -- Mr. Jackson is an experienced communications, technology, transactions and government relations attorney. Mr. Jackson was formerly executive director federal regulatory for US West (now Qwest Communications) and practiced at Arter & Hadden, LLP, and Reed Smith, LLP, before opening his own practice, Law Offices of Robert H. Jackson. He has handled all aspects of communications law and transactions for large and small service providers, technology companies, customers and investors. Mr. Jackson has represented clients before numerous federal and state agencies and courts, as well as before Congress and other state and local officials. Robert received his J.D., *cum laude*, from the University of Minnesota and his undergraduate degree, *summa cum laude*, from the University of St. Thomas in St. Paul, Minnesota.

**Jessica M. Kelty – Partner** -- Ms. Kelty has over 15 years experience representing and advising companies in a variety of critical corporate business areas with a focus on labor and employment law. She also advises and assists businesses in consummating corporate asset and real estate acquisitions and dispositions; securing corporate loan facilities; reviewing, negotiating and drafting contracts; reviewing and negotiating commercial lease agreements; closing mergers and acquisitions and general corporate representation. Prior to joining General Counsel, P.C., Ms. Kelty served as general counsel for the Journal Newspapers for approximately ten years. During this time, Ms. Kelty was responsible for all corporate legal matters of this daily newspaper publisher, which during Ms. Kelty's tenure had over 200 employees and multiple offices in Virginia and Maryland. Ms. Kelty utilizes this vast experience to provide comprehensive legal services to clients.

**Elizabeth S. Kim** -- Ms. Kim's practice areas include estate planning, probate, bankruptcy, and commercial collections litigation. She also serves as outside general counsel to her developing client base. Ms. Kim graduated cum laude with University Honors from Miami University with a Bachelor of Science in Management Information Systems and minors in Violin Performance and Arts Management. She was the recipient of the Donna Clare Shelley Presidential Scholarship for Violin Performance and the Jack Schaeffer Business Scholarship for academic excellence. Ms. Kim was inducted into the International Honors Society, Beta Gamma Sigma, recognizing Business Excellence and also the Golden Key National Honors Society. She earned her Juris Doctorate from The George Mason University School of Law, where she served the Student Body as Class Representative and Vice President of the Full-Time Program Student Body and President of the Asian Pacific American Law Students Association.

**Kevin R. Learned – Partner** – Mr. Learned chairs the firm's Corporate Practice Group. Mr. Learned's practice focuses on advising clients on general corporate and securities matters, including mergers and acquisitions, offerings of debt and equity securities, including angel, venture capital and private equity transactions, company formation and governance, commercial contracts, employment and consulting agreements, deferred compensation plans, joint ventures, and managing other complex corporate transactions. Prior to joining General Counsel, P.C., Mr. Learned was with Pillsbury Winthrop Shaw Pittman LLP (previously Shaw Pittman LLP) for nine years, where he was a member of that firm's Corporate & Securities Technology practice group. He began his practice in the Washington, DC office of Debevoise & Plimpton LLP as a member of that firm's investment management group. Mr. Learned serves on the Advisory Council of INC.spire, the incubator program for the Greater Reston Chamber of Commerce. Mr. Learned has served as a company coach for the Mid-Atlantic Venture Association Capital Connection and as an interviewer for the Washington Area Ernst & Young Entrepreneur of the Year Awards. Mr. Learned is a graduate of the University of Chicago Law School and received his undergraduate degree from the George Washington University.

**James N. Markels** – James handles state and federal litigation matters at General Counsel, P.C., covering appellate, commercial, contract, employment, insurance, and bankruptcy matters. He also focuses on the formation and enforcement of non-competition agreements. He has a wealth of first-chair trial experience in the General District and Circuit Courts, and has argued before the Virginia Supreme Court. Before joining General Counsel P.C., James practiced insurance defense and personal injury litigation. James is an active member of the Fairfax Bar Association, the McLean Bar Association, and the Vienna-Tysons Regional Chamber of Commerce. James received his J.D., *cum laude*, from the George Mason University School of Law in Arlington, Virginia, where he was an Associate Editor of the *Civil Rights Law Journal*, won several Moot Court awards, and served as the Honor Committee Chairman for two years. He received his undergraduate degree from Ohio University in Athens, Ohio.

**J. Patrick McMahon – Senior Counsel** -- Mr. McMahon has over 35 years of experience with a primary focus on representation of companies which offer information technology products and services to the federal government. Mr. McMahon advises corporations and other business entities in connection with all aspects of their federal procurement business including contract award and terminations, claims, contract disputes, bid protests and prime contractor/subcontractor relationships.

**Brandon S. Okes** – Brandon concentrates his practice on the organization and maintenance of corporations and limited liability companies. He has significant litigation experience both in the Virginia state courts and in alternative dispute resolution. Prior to joining the bar, Brandon worked in banking and securities regulation. He uses that business-oriented experience to assist General Counsel, P.C.'s clients in issues that arise throughout the lifespan of their companies. Brandon received his J.D., *cum laude*, from the George Mason University School of Law (2006), where he was a member of the *George Mason Law Review* and a legal research and writing fellow. He received his undergraduate degree in economics from the College of William and Mary (1998). Brandon will be an Adjunct Professor of Law at George Mason University School of Law beginning in Spring 2009, teaching Legal Drafting. Brandon also regularly teaches business law topics in continuing education classes for various groups, including certified public accountants and certified human resources professionals, and he is an instructor for the Fairfax County Public Schools Adult and Community Education Program.

**Mark E. Ricardo** – Mr. Ricardo concentrates his practice on commercial real estate, taxation, non-profit organizations and general business transactions. His experience includes acquisitions, dispositions and leasing of retail and commercial real estate; formation of non-profit organizations, tax controversies, general corporate law and commercial contract drafting. Mr. Ricardo is an honors graduate of Syracuse University College of Law and received a joint Master's of Law in Taxation and Securities and Financial Regulation from Georgetown University Law Center. Prior to joining General Counsel, P.C., Mr. Ricardo was an attorney with the Washington, D.C. office of Akin Gump Strauss Hauer & Feld LLP.

**Stuart H. Sorkin – Of Counsel** – Mr. Sorkin's practice areas include buy-sell agreements, raising of capital and financing, acquisition, development and sales of businesses and real estate, employee incentive compensation, federal and state income tax consequences of transactions, financial, retirement and estate planning, including asset protection. Mr. Sorkin is a certified public accountant, his JurisDoctor degree is from the University of Miami and he has a master's of law degree in taxation from Georgetown University. Mr. Sorkin is a frequent lecturer on various aspects of exit strategies and federal income and estate taxation.

**Kenneth Sprang – Of Counsel** -- Mr. Sprang has been practicing labor and employment law for over 30 years. He counsels and represents clients nationally in all areas of federal, state, and local labor and employment law, including the National Labor Relations Act, collective bargaining, arbitration, and other labor relations issues; employee benefits; FMLA; FLSA; ADA, Title VII, and other employment discrimination laws; and discipline and discharge and other human resources policies. He also serves as a consultant to Benefits Essentials, an online human resources consulting firm, regularly writing and speaking about current issues. Mr. Sprang began his career with the internationally known firm of Morgan, Lewis & Bockius in Philadelphia. He subsequently served as in house counsel for two Fortune 300 companies. Later he established the first legal department and served as the first general counsel to several companies, including the Psychiatric Institute of Washington in Washington, D.C. Mr. Sprang earned his law degree at Case Western Reserve University School of Law (1978), where he graduated with honors and was awarded the Order of the Coif. He was an Associate Editor of the Law Review and a Research, Advocacy and Writing Instructor. He received his undergraduate degree at The Ohio State University (1969) and an M.A. from the University of Michigan (1972).

**William T. Welch – Chair, Government Contracts Practice** – Mr. Welch leads the firm's Government Contracts Practice Group. Mr. Welch has experience providing legal counsel for the entire lifecycle of a government contractor – from contract negotiation and award to contract administration and bid disputes. Mr. Welch also has experience in teaming agreements, subcontractor agreements, and related issues. In addition, Mr. Welch advises contractors who qualify for small business set-aside awards, 8(a) competitive and non-competitive contracts, and HUBZone and Service-Disabled, Veteran Owned contracts.