

Celebrating Our Clients and Their Achievements

momentum

BASS

BERRY • SIMS_{SM}

2011

A photograph of two middle-aged men with grey hair, wearing dark suits and ties, standing in front of a blurred office background. The man on the left is smiling, while the man on the right has a neutral expression. The background shows office equipment and a sign that partially reads "Morgan".

Preserving a Unique Heritage

The saga of Nashville's
old growth forest

Threshold of a Revolution

St. Jude's crusade against
childhood cancer

A City Comes Together

Nashville and the
Great Flood of 2010

Poised to Prevail

Morgan Keegan builds its brand



“Behind each of these business successes or triumphant public initiatives, there are stories about real people. We’re honored to introduce you to them in the following pages.”

Even before our first issue of *momentum* was produced, we were blessed with numerous client success stories — too many, even, to share in just one publication. So, I don’t think you’ll be disappointed with our fourth edition of the magazine that highlights the great things our clients and friends are accomplishing.

Here, among others, you’ll read about a tireless campaign to save a unique natural wonder within city borders...a top hospital working to eradicate children’s cancer...a documentary film producer...a master cake chef...extraordinary initiatives on behalf of women’s health and well-being...the business leaders who are profiled in our “Not Quite 20 Questions” column...and, of course, the inspired reclamation after an historic flood devastated a community.

These stories are real, and they are personal. After all, we consider ourselves to be in the people business. And what better way to showcase that than by putting the spotlight on our clients.

We want to thank all of our wonderful clients and friends who give us the opportunity to serve them. Without them, this magazine would not be possible. We hope you enjoy this issue of *momentum*.

Sincerely,

A handwritten signature in black ink that reads "Keith". The signature is stylized with a cursive 'K' and a simple 'Eith'.

Keith B. Simmons, Managing Partner
Bass, Berry & Sims PLC



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ON THE COVER

Morgan Keegan's executive team members include Director of Corporate Investment Banking, John "Chip" Grayson (left) and President of the Investment Banking Division, Rob Baird. Founded in 1969 in Memphis, Tennessee, Morgan Keegan & Company is today one of the nation's largest regional investment firms, offering full-service investment banking, securities brokerage and wealth and asset management. Morgan Keegan serves the diverse financial needs of individual investors as well as corporate and institutional clients throughout the U.S. and abroad.

FULL STORY: PAGE 14 Photo by Jeff Frazier



Preserving a Unique Heritage

The saga of Nashville's old growth forest

Tree Huggers

Warner Bass and Julia Landstreet helped save the forest for future generations to enjoy.



Sometime in 2012, Nashville residents and visitors will experience an extraordinary natural phenomenon as they stroll a quiet stretch of “old growth forest” populated by trees so ancient that they provide unique ecological features. It will be a rare experience indeed, as there are few other equally abundant old growth forests within other American city limits.

Some of those who will soon treasure this oasis may know that it survives in pristine condition only as the result of a six-year effort by the Friends of Warner Parks (FOWP) to raise funds to purchase 448 precious acres, including more than 200 acres of old growth forest, which will ultimately be deeded to Metro Nashville as an addition to the Warner Parks. “It never occurred to me that we would not succeed,” says Julia Landstreet, President of the FOWP, a nonprofit dedicated to supporting the Percy and Edwin Warner Parks adjacent to the forest. “God isn’t making any more open land abutting Warner Parks. So there was nothing else we could do but succeed.”

The saga began in 2004 when developers presented plans for 80 condos across Highway 100 from Warner Parks, show-

casing the development to the FOWP board as a kind of rustic lodge appropriate to the sylvan environs. “What do you mean by ‘lodge?’” asked Landstreet, attending her first board meeting. “The question forced the issue,” recalls Landstreet. “It got them to finally say the word ‘condominium.’ Well, once they said it, we all knew what they meant. It was our cue to buy the land ourselves.”

“When you get to know something, you learn to value it and preserve it.”

—Julia Landstreet

A decisive next event was the announcement in 2006 by H.G. Hill Realty Company that it wanted to sell the 324 acre Hill Farm, the site of the old growth forest, purchased a hundred years ago by H.G. Hill as a gift for his wife. They asked fair market price,

\$17 million, at a point in time when no one knew what natural treasures stood on the land.

Warner Bass of Bass, Berry & Sims, FOWP board member and campaign chairman, vividly recalls what happened next. “As part of the process, a timber appraiser from Memphis had written a letter extolling the uniqueness of the extraordinary forest, at the conclusion of which he said, ‘In a nutshell, a harvest will ring a bell that can’t be un-rung.’”

The Hill Company heard that message too. “They wanted



us to have the land for all the right reasons,” says Bass, “and were wonderful to work with, for a long time on just a handshake.” When they reduced their price to \$13.25 million, FOWP pressed on, garnering contributions from public and private sources including a total pledge of \$1.5 million from the City of Nashville.

By the end of 2008, FOWP had raised \$8 million in contributions and pledges. Hill, anxious for the land to be protected, reduced the price to \$10.8 million. Meanwhile, “Warner Bass worked virtually full-time on the Campaign,” says Eleanor Willis, FOWP’s executive director. “His leadership was decisive.”

Bank of America was a visionary lender, providing, with participation by First Tennessee Bank, a \$6.825 million loan at very favorable rates. “The banks understood that this preservation would enhance the entire community — attracting people, attracting and keeping businesses,” says Bass. “They knew it was important for Nashville and had confidence in our ability

to secure the contributions and pledges needed to repay the loan. With their loan, in June 2009 we closed the purchase.”

In December 2009, when FOWP was still \$600,000 short of what it needed in cash and pledges to assure payoff of the land loan, the community really stepped up with contributions and pledges of every size. “It was a magnificent show of public support,” says Willis. “It proved our cause.”

“When you get to know something, you learn to value it and preserve it,” says Landstreet. “People who are touched by what they see and feel here in Nashville will be a lot more responsive when they hear about rainforests in Brazil or ecosystems in Africa.”

But the work is not done. A master plan for utilization must be created. A tunnel connecting new property to the existing Warner Parks must be built.

“We’re long past thinking that environmental preservation and business interests are mutually exclusive,” says Bass. “We’ve learned that the very opposite is true.”

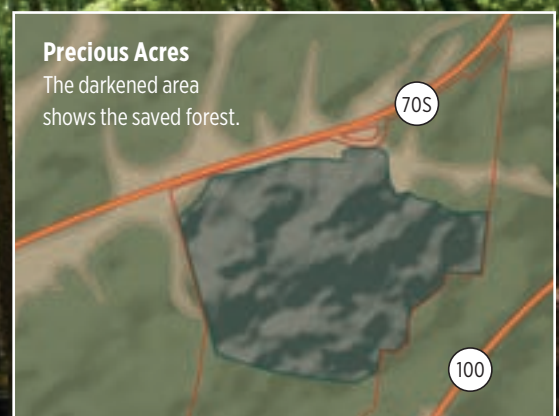


Dress for Success

When hiking, wear sturdy boots and keep ticks away by tucking pants into socks.

Seeing the Forest Through the Trees

Local companies and citizens pulled together to purchase this land and save it from elimination.



Precious Acres

The darkened area shows the saved forest.



In the LEED

Green buildings benefit everyone

It's Easy Being Green

Triad Center III is the first LEED-certified building in Memphis.

We've all learned a lot since the days when environmental awareness was widely deemed a deterrent to business growth and profitability. Today we know that's not the case: that "green" consciousness directly supports productivity and actually strengthens the bottom line.

This consciousness has led to environmentally-sensitive building construction throughout the country. One example is the Triad Center III, completed in December 2009 by Highwoods Properties — earning the title as the first LEED-certified building in Memphis, Tennessee. Another example is the 29-story The Pinnacle at Symphony Place, housing the Nashville offices of Bass, Berry & Sims, also unveiled in December 2009 by Barry Real Estate Companies in Atlanta. Both buildings achieved LEED certification, which is the internationally recognized standard for environmental sustainability.

"Buildings that qualify for LEED certification are more expensive to build, but the investment pays dividends down the line in lower facility and utility costs and often tax rebates," says Brian Dobbs, a Bass, Berry & Sims construction attorney and a LEED Green Associate. "In addition, studies

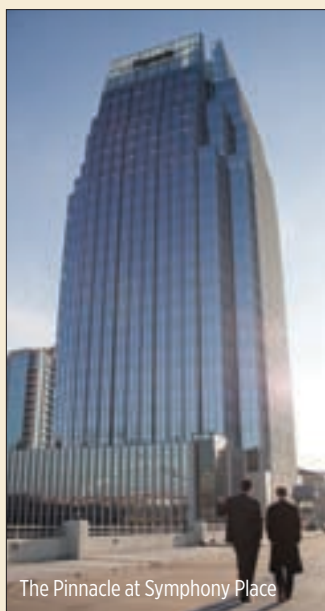
show there's the increased productivity that green buildings ensure. When a building such as ours incorporates natural light, people work harder and they work happier."

Among The Pinnacle's many features, Dobbs particularly cites the 30,000-plus square foot 7th floor terrace, an outdoor vegetated "green" roof with seating that provides an idyllic

place for employees to eat lunch or take breaks. It also captures rainwater, which is then repurposed for irrigation and various plumbing usages. The building's water harvesting system and low-flow plumbing fixtures are designed to reduce demand for domestic water by 70 percent per year.

Other key design points include zero chlorofluorocarbon-based refrigerants to protect the ozone layer; HVAC systems configured to provide improved indoor air quality; covered bicycle storage; preferential parking for environmentally-friendly vehicles and carpools; and optimized energy performance in the HVAC lighting systems.

The building-wide recycling program is especially noteworthy. The recycling of refuse during construction met LEED certification standards, with 50-75 percent of the refuse recycled. Much of the



The Pinnacle at Symphony Place

building's construction materials — including drywall, carpets, and the glass in the security area — incorporated high percentages of recycled materials. Use of eucalyptus wood is prevalent, as that natural material is fast-growing and renewable.

Certification of Triad Center III came about rather serendipitously, as Highwoods was not necessarily planning to build to LEED specs at the get-go, says Vice President Steven Guinn. But as construction was underway, the builders realized they were already qualifying in a number of sustainability categories.

“We were particularly compliant in the area of ‘community connectivity,’ which means that 20 different resources, like churches and doctors, are accessible within a quarter of a mile from the building. People can walk where they need to go and not expend fuel driving.”

Guinn is especially proud of the building's mechanical system, which includes state-of-the-art equipment to cost-efficiently regulate electricity flow as well as variable pumping systems that save on water usages. “These are features we would have pursued irrespective of our interest in LEED certification, simply because they're the best, most cost-efficient features for our tenants as well as ourselves,” says Guinn.

Triad Center III also has preferential parking for low-emission vehicles and bike racks with first-floor shower facilities for riders. The lobby's barrel-vaulted ceiling is constructed of wood from certified forests; i.e., forests that follow environmentally superior forestry practices. Low VOC (Volatile Organic Compound) materials dominate the building, ensuring significantly healthier air quality.

The lessons about long-term savings and increased profitability are pretty clear. Yet there's a larger message about the immense practical and moral benefits when a business manages its own real property in a way that directly serves the long-term interests of Planet Earth.

Until recently, such environmental commitments were often hard to assess. Thanks to the U.S. Green Building Council and its LEED certification regimen, those commitments are now carefully measured and duly acknowledged.

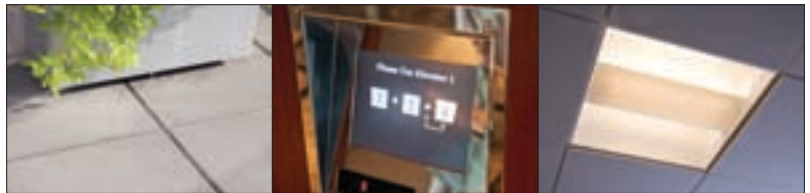
Take a close look inside these two LEED-certified buildings and see what makes them so unique.

WATER EFFICIENCY



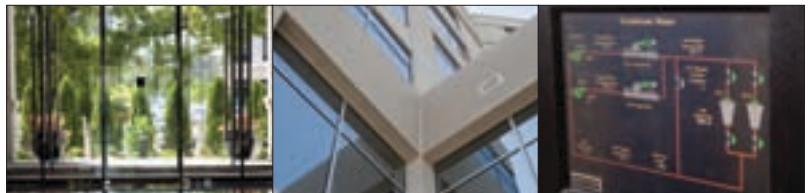
Low-flow plumbing and a special rainwater harvesting system work to conserve water. Green spaces add to the aesthetics of the workplace environment and positively impact workers' productivity.

ENERGY & ATMOSPHERE



Light-colored concrete panels, reflective windows and white roof help reduce heat island effect on exterior. An elevator destination dispatch system and energy-efficient lighting save power use indoors.

INDOOR QUALITY



Enclosed entry ways and floor-to-ceiling windows provide natural light to reduce electricity use. Oil-free air compressors and computerized lighting control system optimize energy use even more.

MATERIALS & RESOURCES



Renewable building materials like eucalyptus wood and bamboo reduce environmental impact from the very start. Recycled fiber carpets and low-VOC adhesives are used throughout.

SUSTAINABLE SITES



Preferred parking, bike racks and community connectivity, including proximity to public transportation, restaurants and other businesses, are all important factors for LEED certification.

LEED (LEADERSHIP IN ENERGY AND ENVIRONMENTAL DESIGN)

Developed by the U.S. Green Building Council as authoritative third-party verification that certified buildings and communities are constructed to maximize energy savings, water efficiency, indoor environmental quality and oversight of all resources as to their environmental impact. To obtain LEED certification, buildings must minimize CO₂ and greenhouse gas emissions. Certification applies to operations and maintenance, tenant fit-out and retrofit, and design and construction.





Manufacturing Green

Unarco's environmental commitment

Time was, not even the most optimistic environmentalists could have imagined manufacturers proudly recognized for their contributions to clean air and energy conservation. America's manufacturers were then an embattled lot as our industrial base shrank. The last thing most people expected was their enthusiastic commitment to environmental policies and practices that only added to their economic burdens.

So it was thought. Since then, many manufacturers actually have taken a lead in environmental compliance. In the process, they've discovered that it can be sound business strategy as well.

Among the companies that now play such a leadership role, Unarco Material Handling, Inc. — which manufactures structural and roll-formed pallet racking along with warehouse storage systems for American distribution centers and retail stores — is a stellar example.

Based in Springfield, Tennessee, Unarco was the first in the state to obtain an operating permit from the EPA under the Clean Air Act's Title V Air Quality Standards. Key to that distinction, says Unarco President Gary Slater, was the switch at most of its facilities from liquid to powder-coated paints, which emit zero or near-zero volatile compounds into the atmosphere.

The benefits of powder coating are numerous. "Not only is the finish more durable, there's less hazardous waste produced, which means lower costs for the producer," says Slater. "It's just one example of how environmentally friendly practices can result in significant economic advantages for manufacturers, and not just add compliance responsibilities."

Unarco is an example of how established manufacturers have adapted to the brave new green world of the 21st century. The company was founded in 1956 (Slater would join it 40 years later) and now has 410 employees in three facilities: Springfield; Lewisville,

Texas; and Pandora, Ohio. The Pandora plant has been recognized by OSHA for its superior working

conditions and by the EPA for its environmentally sensitive use of cleansing chemicals.

The list of Unarco's other accolades is quite extensive, including the Gover-

nor's Award for Excellence in Hazardous Waste Management, bestowed by the State of Tennessee. The company puts enough priority on environmental commitment to include a dedicated page on its Web site. Among the numerous green initiatives featured there, recycling looms large. Unarco annually separates and recycles nearly 14 million pounds of scrap metal and dunnage materials.

Unarco also conducts business on a veritably paper-free basis. The company has invested heavily in systems and software, including a centralized intranet, to ensure that billing, purchase orders and payments are transmitted electronically whenever possible, requiring no paper or mailing.

"We've also worked with the University of Tennessee to determine, among other things, if powder paint waste can possibly be reused to enhance soil quality," says Slater. "It's an example of how environmentally sound practices, like our use of powder coating, can be built upon to produce further benefits. Once you start making progress, it doesn't stop."

"Not only is the finish more durable, there's less hazardous waste produced, which means lower costs for the producer."

—Gary Slater

ADVANTAGES OF POWDER COATING

- + Zero or near-zero VOC emissions
- + Thicker coating without running
- + Overspray can be recycled
- + Less hazardous waste
- + More durable
- + Costs less

HOW DOES POWDER COATING WORK?



1

Loose dry powder



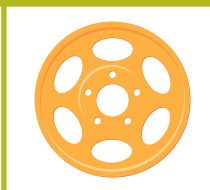
2

Applied electrostatically



3

Cured with heat



4

Durable, smooth finish

Winning Combination

(left to right) Doug Hudson, Rick Fuqua, Craig Hartman, Ellen Hitt, Lori Pelliccioni



Combating Diabetes

The Simplex team strategy

Sometimes supply and demand is all about life and death.

Consider diabetes. As other epidemics have come under control, new cases rose from 1 million to 1.6 million during a recent two-year period. By 2050, there will be 48 million diabetic Americans. Because significant percentages of those victims are aged or indigent, demand has exacerbated the treatment supply.

In 2007, Doug Hudson founded a company called Simplex Healthcare to address this formidable demand. With private equity funding, Simplex purchased the Diabetes Care Club to provide a range of mail-order products: glucose meters, test strips, lancing devices, etc. It was then an \$8 million operation, but in 2009 it posted \$194 million in revenue.

Yet even the most urgent demand

cannot ensure business success. For Simplex, an exhaustive recruitment and hiring process proved decisive. “We hired the best people right out of the gate,” said Hudson. “You cannot talk about our success without talking about Chief Financial Officer Craig Hartman, Chief Information Officer Rick Fuqua, Chief Compliance Officer Lori Pelliccioni, Human Capital VP Ellen Hitt, and the whole team.”

Simplex, based in Franklin, Tennessee, likewise fostered a unique culture to attract and motivate team members at every level. Its mission statement — known as Simplex’s 10 Simple Truths — emphasizes customer service, life/work balance, having fun in the workplace,

serving others and more. The Club’s call center personnel dress in surgical scrubs: visible symbols of their responsibility to provide care to all customers.

The culture is also egalitarian. There’s no executive parking. There are even “musicians’ hours” for employees with alternative career aspirations. And, there’s a wealth of health and fitness programs for employees, especially appropriate at a company dedicated to treating a disease so often caused by poor diets and lifestyles.

Hudson credits Ellen Hitt in large part with creating this atmosphere.

“When I joined Simplex I was a stay-at-home mom. After meeting with Doug and understanding the unique work environment he was hoping to create, I couldn’t pass up the opportunity to join a company like this,” said Hitt. “We truly believe that if you put people first, success will follow. Simplex’s number-one priority has always been the people.”

This positive environment has helped generate tremendous growth. In 2009, Simplex was recognized by *Inc. 500* as the fastest-growing company in Tennessee. A year later, in 2010, Simplex furthered that success when it was ranked among the top ten companies in the nation on the *Inc. 500* list in terms of revenue. Simplex has also recently launched the CPAP Care Club (Continuous Positive Airway Pressure) to serve people with sleep apnea. The goal for the next four to five years is to create an additional three services for other chronic conditions related to diabetes or obesity.

“We want to be very deliberate with our growth,” said CFO Craig Hartman. “Our strategy is to launch a new venture only after we’ve achieved stability and

success in everything we’re currently doing.”

The Diabetes Care Club, soon to serve 250,000 patients, is one of the nation’s three

dominant diabetes providers. Most importantly, perhaps, the Simplex team has proven that seemingly overwhelming healthcare demands need not go unanswered.

“We want to be very deliberate with our growth.”
—Craig Hartman

The Brookdale Philosophy

You're never too old to have "Experiences of a Lifetime"



On Top of the World
84-year-old Jean Pettit
skydiving from 13,000 feet.

If George H. W. Bush can do it, Jean Pettit can, too. The former president jumped out of an airplane (with a parachute) at age 80. Pettit, a resident of Brookdale Senior Living's Freedom Plaza Peoria in Arizona, was 84 when she realized her dream and sky-dived from 13,000 feet.

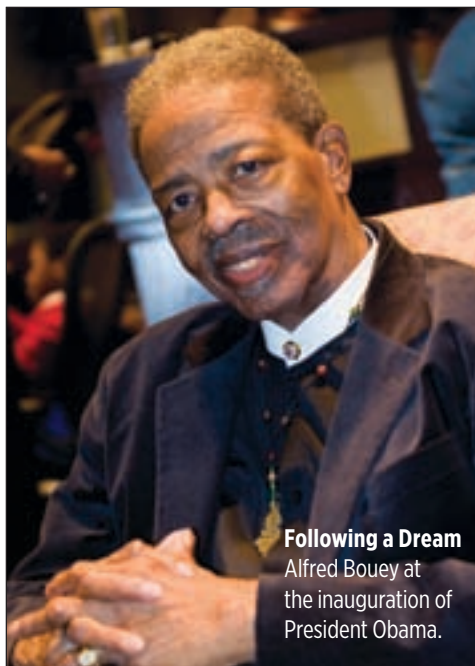
Alfred Bouey, a resident of Brookdale's Holley Court Terrace in Oak Park, Illinois, had a different dream. He wanted to attend the inauguration of President Obama. Bouey, the grandson

of slaves, did just that.

These are but two examples of Brookdale's "Experiences of a Lifetime" program which recognizes that the key to aging well is living well and that great experiences can come at any time in life. Brookdale has dedicated itself to bringing activities and opportunities to its nearly 54,000 residents in order to help them achieve the highest possible standard of health, fulfillment and purpose. In addition, its signature "Optimum Life" program offers a holistic regimen of

activities enabling seniors at all levels to achieve maximum well-being in six areas or dimensions of wellness: purposeful (to imbue a sense of personal value and focus), social, emotional, intellectual, physical and spiritual.

There is a crucial link between this culture of health and personal fulfillment and the business model that fostered the growth of the 30-year-old Brookdale into the nation's largest owner and operator of senior living and retirement communities. The corporate



Following a Dream
Alfred Bouey at
the inauguration of
President Obama.

culture at Brookdale embraces the ability to act on opportunities, to think big and to work hard, regardless of obstacles. Brookdale's success exemplifies how its corporate philosophy parallels the life its associates work to create for every resident at each Brookdale community throughout the country.

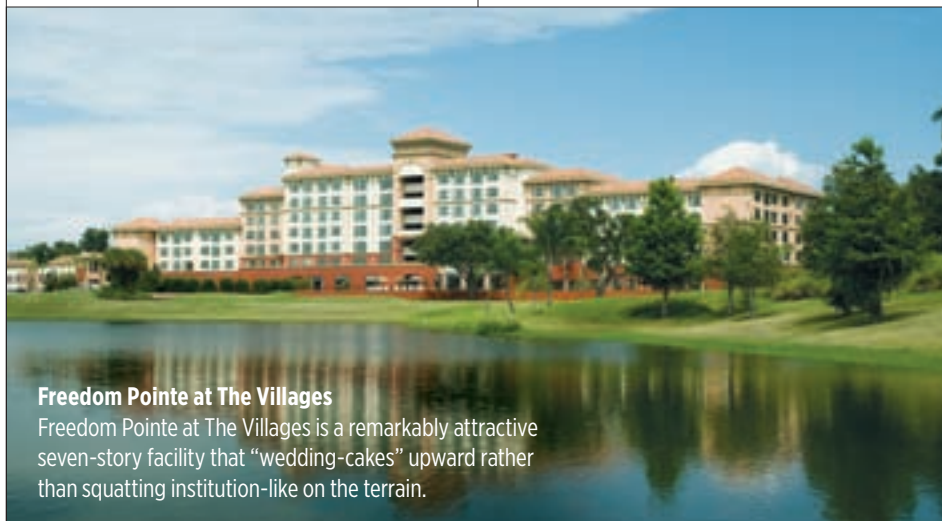
"At Brookdale, we are constantly innovating and evaluating new and better methods to meet the needs of our residents. Due to our commitment, Brookdale has emerged as a national brand of choice for exceptional senior living," says Andrew Smith, executive vice president, general counsel and secretary.

The latest chapter in the Brookdale story is the new Freedom Pointe at The Villages in the planned development of The Villages, Florida, where some 78,000 seniors reside, representing an ideal "sub-market." This Life Care

retirement community, which opened in September 2009, includes 240 independent living units, 32 assisted living units, 15 memory care units and 72 skilled care facilities. Brookdale designed the space to include amenities that add to the overall holistic approach to senior living. A mahogany-walled pub is an active social hub that generates an immediate sense of community. There's a Special Events Center for entertainment and activities, 24/7 medical service access, a rehabilitation spa, a private dining room and beauty salon, just to name a few.

The challenge ahead, however, is how the entire senior living industry will accommodate the estimated 78 million aging baby boomers amid cost-containment pressures, such as the fate of Social Security, rising medical costs, and longer life expectancy. "Brookdale is uniquely positioned to accommodate the residents of the future. Our focus will continue to be on operations and we will always focus on enriching the lives of our residents," says Todd Kaestner, executive vice president, development. "In that regard, tomorrow will be no different for us than today."

With a business culture focused on thinking big and living to make dreams come true, Brookdale will face these challenges while continuing to impart that spirit directly to the residents. The best way to understand the value of this approach is to look into the faces of the residents and receive the message they send — there is no such thing as being too old to love life and to live it accordingly.



Freedom Pointe at The Villages

Freedom Pointe at The Villages is a remarkably attractive seven-story facility that "wedding-cakes" upward rather than squatting institution-like on the terrain.

NOT QUITE 20 QUESTIONS

(Getting Personal With Professionals)



Rachel Seifert

*Executive Vice President and General Counsel
Community Health Systems, Inc.*

What's in your wine rack?

A dozen bottles of vintage champagne that I'm saving up for a really special occasion.

What's in your CD player?

Lots of Motown, some seventies music from when I went to college and got control of the dial (yes, that's "radio dial"), and a smattering of Train, Maroon 5, the Peas, and Keane, and just a dash of disco.

What or who is the greatest love of your life?

Horses and dogs.

What sound or noise do you love?

The ocean waves crashing on the shore.

What is your most treasured possession?

My dogs, Griffin and Clarice (although they would dispute the idea that they are my possessions; they see it the other way around).

Describe your company in 20 words or less.

Community Health Systems creates the opportunities for great employees and physicians to take care of patients closer to their homes.

Threshold of a Revolution

St. Jude's crusade against childhood cancer



It started with a seemingly impossible mission — to find cures for the most deadly diseases that strike children and to do so without imposing a financial burden on families. In 1962, when St. Jude Children's Research Hospital opened its doors in Memphis, Tennessee, this task to which it had boldly committed itself was especially daunting. Survival rates for pediatric cancer were stalled at 20 percent. Only 4 percent of acute lymphoblastic leukemia (ALL) cases, the most common childhood cancer, could be cured.

In the decades that followed, St. Jude helped spearhead research and treatment that radically improved those numbers with protocols that pushed overall survival rates for childhood cancer to almost 80 percent, including a 94 percent survival rate for ALL. Importantly, St. Jude is still the only pediatric

cancer research center where families never pay for treatment not covered by insurance.

"Two major efforts define our mission. One of those is to provide the best care today for every child that comes to St.

Jude," says Dr. William E. Evans, St. Jude director and chief executive officer. "The other is to conduct research that makes treatments better tomorrow. It is that strategy that has advanced cure rates."

Over the last two decades, St. Jude has identified underlying genetic abnormalities

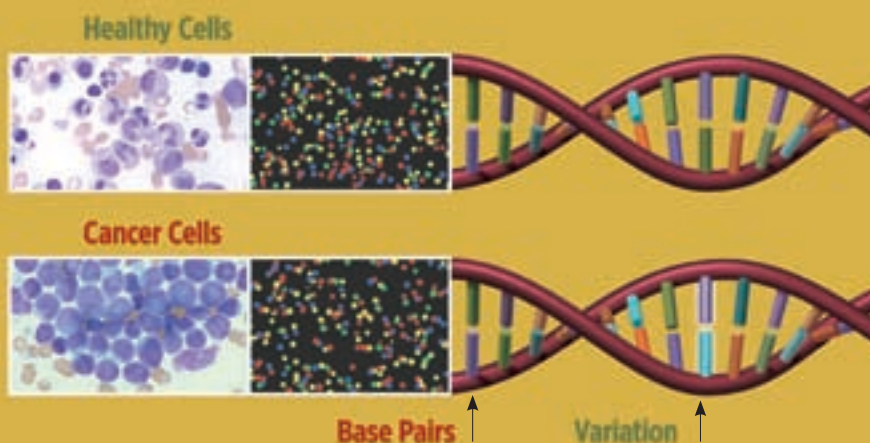
of childhood cancers; pioneered discoveries about leukemia, brain tumors and the eye cancer retinoblastoma; and probed how DNA influences children's response to certain medications. The next phase of the mission has now begun with an extraordinary collaboration between two leaders — St. Jude

"We are on the threshold of a revolution in our understanding of the origins of cancer."

—Dr. William E. Evans

Decoding the Genomes

Comparisons of healthy and cancerous cells help scientists identify genetic abnormalities that can cause cancer.



and the Washington University School of Medicine in St. Louis, Missouri.

This watershed collaborative project involves an unprecedented genetic research undertaking. Cancer begins with harmful mutations in the genes of normal cells. If science can exactly pinpoint those underlying genetic mutations that cause normal cells to become cancerous, scientists may well be able to then develop new medicines and optimize the use of current therapy.

The St. Jude and Washington University School of Medicine project will decode the genomes of more than 600 childhood cancer patients and identify the genetic changes that give rise to some of the world's deadliest childhood cancers.

This project is the largest investment to date — estimated at \$65 million over three years — in research on the genetic origins of childhood cancers. The scientists involved will decode and sequence the entire genomes of normal and cancer cells, comparing differences in the DNA to identify genetic mistakes that lead to pediatric cancer.

“We are on the threshold of a revolution in our understanding of the origins of cancer,” Evans says. “For the first time in history, we have the tools to identify all of the genetic abnormalities that turn a white blood cell into a leukemia cell or a brain cell into a brain tumor.”

The collaboration will focus on types of childhood leukemia, brain tumors, and tumors of bone, muscle

and other connective tissues called sarcomas. St. Jude will provide DNA from the tissues of patients while Washington University’s Genome Center will perform the whole-genome sequencing. Researchers at both institutions will then collaborate to analyze the data and make the information publicly available once validated.

“We anticipate that our project will spawn other projects that, in turn, will lead to studies that fully elucidate the precise mechanisms by which these mutations lead to cancer,” Evans says. “We will be fulfilling our mission at St. Jude as well as our responsibility to lead.

“And we will do so by sharing freely with the world what we discover.”

TOP HONOR

When St. Jude Children’s Research Hospital first opened in Memphis, the founders vowed to find cures for the deadliest children’s diseases without financially burdening their families. Nearly a half century later, its ongoing successes continue to be heralded.

The latest testament was delivered in 2010 when *U.S. News & World Report* named St. Jude the top children’s cancer hospital in the nation. St. Jude garnered the magazine’s best overall score for quality of care in the publication’s 2010-2011 Best Children’s Hospital rankings.

The rankings were based on reputation, medical outcomes and cancer survival rates, as well as care-related quality indicators including patient numbers, nursing staff and other metrics.



Taking the Lead

On the Memphis, Tennessee campus, scientists are revolutionizing the understanding of cancer.

NOT QUITE 20 QUESTIONS

(Getting Personal With Professionals)



Jane Williams

Senior Counsel, Litigation
First Data Corporation

What is your favorite vacation spot?

Glen Arbor, Michigan (but there are several other “honorable mention” locales).

What book is on your bedside table?

The River Horse (author, William Least Heat-Moon). Remember *Blue Highways*? This is the same premise, only in this book the author does it in a sailboat on American rivers.

When and where were you happiest?

Here and now. I've got good friends, good career, two beautiful, smart, crazy-fun kids and family I would want as friends, even if we weren't related — don't think you can ask for more.

Which talent would you most like to have?

I always envied that friend of Superman's that could stretch like silly putty — not only did it work for mankind, it looked fun and comfortable, too. But as far as non-super-hero talents go, it would have to be singing.

What do you most value in your friends?

Each one is so unique, it's hard to condense...but the common denominator would have to be humility and steady sense of humor, despite circumstance. Equanimity — nature's consolation prize for aging, right?

Describe your company in 20 words or less.

Global money-mover, providing payment solutions for every environment. Innovative leader in the fields of data security and risk analytics.

Haven's Hospital Within Hospital Model

A win-win-win



In Good Hands

Behavioral care is restored to the elderly patients that need it.

For most Americans, the nation's healthcare issues defy comprehensive understanding. The

details outnumber the sands of the Sahara, and the impacts of change incite endless debate. In such a labyrinth, it is exhilarating to see at least one solution that is coherent and demonstrably effective to make us wonder why it took so long to figure out.

We're talking about the Haven Behavioral Healthcare, Inc. “hospital within hospital” solution. Haven, a Nashville-based provider, owns and operates specialty behavioral health

hospitals throughout the United States. Haven serves a diverse range of behavioral patients, but there's no better

example of how the hospital within hospital succeeds than Haven's geriatric hospitals: Haven Senior Horizons in Phoenix and Haven Senior Behavioral Care of North Denver.

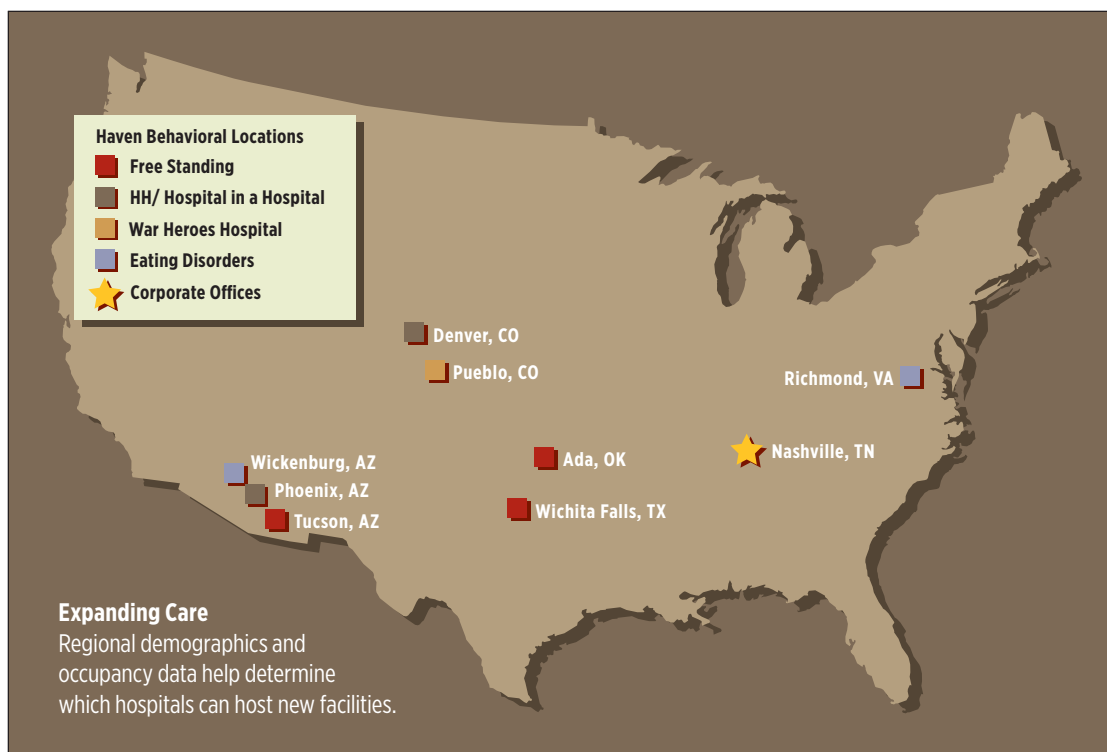
These facilities are state licensed and CMS (Centers for Medicare & Medicaid Services) certified hospitals staffed with psychiatrists, registered nurses, master-level therapists, social

workers and other professionals. The hospital is located within a “host hospital” that leases space to Haven and sells Haven



A Passion to Serve

Vernon Westrich, CEO
and founder of Haven
Behavioral Healthcare, Inc.



the development of additional hospitals within hospitals: four annually, according to Westrich. Haven identifies possible host hospitals on the basis of regional demographics (150,000 population minimum); the hospital's occupancy data and unused space; and whether or not the institution already has beds assigned for psychiatric care.

Haven is also looking to develop one free-standing hospital per year, in part, as an

hospitality services such as dietary, housekeeping and maintenance.

The numerous benefits create a win-win-win for all parties — and, says Haven CEO Vernon Westrich, a most timely one indeed.

Haven, in fact, was founded four years ago when reductions in Medicare reimbursements for behavioral care threatened to make it almost impossible for many hospitals to offer behavioral care — especially to a geriatric population nearly 100 percent Medicare-covered. Reimbursements are now down \$100 to \$200 per day, a substantial-enough discouragement for institutions when added to the intense regulatory environment in the behavioral healthcare sector.

Equally important, the Haven model is driven by clinical practitioners and former clinicians like Westrich who have an abiding passion for serving this underserved patient population. “These people don’t vote,” observes Westrich. “They cannot lobby on their own behalf. They face immense prejudice, both overt and subtle.”

It’s a population that requires providers who are simultaneously experienced business strategists and zealous advo-

cates. Listening to Westrich talk about

Haven’s growth plans, you can sense just such an uncommon mixture of business savvy and personal commitment. For example, Haven educates local agencies dedi-

cated to the protection of the aging — assisted living centers, nursing homes, gerontologists and hospital emergency room managers — regarding Haven’s services.

“The mentally ill are totally lost in emergency rooms and no one more so than the elderly,” says Westrich. “The ERs, which are inundated to begin with, are naturally very receptive to our services.” So, too, are the assisted living centers where the onset of depression and dementia among residents can be sudden and rapid.

As Haven seeks to expand the population it serves, the company is ambitiously targeting

attractive real estate holding to enhance its portfolio for its lenders and equity sponsors. Westrich says investors “were waiting to see if someone could make money providing this kind of care for the elderly.”

Haven’s answer to that has been all about doing well by doing good — a cliché, perhaps, but considering the size and suffering of this at-risk population, it’s a formula for doing exceptionally well by doing extraordinary good.

“These people don’t vote. They cannot lobby on their own behalf. They face immense prejudice, both overt and subtle.”
—Vernon Westrich

A MUTUALLY BENEFICIAL ARRANGEMENT

Benefits for the Hospital:

1. Lease payments for unused space.
2. Additional revenue to leverage its existing hospitality-related staff costs.
3. The addition of a valuable clinical program for the community without any regulatory risk.

Benefits for Haven:

1. Less capital intensive investment since it renovates existing space rather than new construction.
2. Staff are all clinicians due to hospitality services agreement with the host.
3. The close proximity to emergency medical care allows Haven to admit more medically fragile geriatric patients.

Poised to Prevail

Morgan Keegan builds its brand



Ever since the world's oldest merchant first sold that marvelous new invention called the "wheel," free market enterprise has by definition been fraught with risk and subject to systemic downturns. The good news is that each such downturn presents a golden opportunity to those who are sitting in the right place and have enough skill, energy and commitment to seize advantage of their fortuitous position.

Morgan Keegan & Co., the securities brokerage firm, is a case in point. What began in 1969 as a boutique is now one of the nation's largest middle-market focused firms, especially in the investment banking arena which it entered in 1976. Since 2000, Morgan Keegan has completed 400 equity and M&A-related transactions representing more than \$100 billion in total deal value and has senior-managed over 5,100 debt transactions with a par value of \$87 billion.

In March 2010, Morgan Keegan took a major step, conjoining more than 300 investment banking professionals from its Equity Capital Markets and Fixed Income Capital Markets divisions to form a new Investment Banking division. By so doing, the firm has significantly broadened the services and capabilities it offers corporate and public sector clients.

It is, essentially, a new brand, with a marketplace relevance best understood in the context of the historical events of 2008.

When disaster struck the financial marketplace that year, Morgan Keegan's leaders saw immense opportunity to fill a fast-opening void. Long a dominant regional presence with a brand name footprint in the Southeast as a financial services retailer, Morgan Keegan understood that the next logical step was to aggressively expand its brand as a full-service, middle-market investment bank with a decidedly national platform.

Such an entity could serve a potentially limitless population of companies that were no longer able to rely on Wall Street global institutions that had been shaken to their foundations with the effects of the world-wide credit crisis.

"I was president of our firm's Fixed Income division

during the 2008 liquidity crisis," says Rob Baird, president of Morgan Keegan's Investment Banking division, an executive managing director and 30-year firm veteran. "Thankfully, our firm's more conservative, lower-leverage operating model served us well at a time when highly leveraged firms were forced to sell assets and pay down credit lines as quickly as the markets would allow."

"Our firm has not and will not take on massive debt to support proprietary trading positions," adds Baird. "Instead, we use our capital to underwrite proprietary securities offerings managed or co-managed by our firm and to acquire equity and fixed income securities inventories for the benefit of the client." Such pure client focus is the hallmark of the midsize investment bank. As Morgan Keegan well knew, the global collapse had shifted the game to midcap turf. Small was now beautiful — but not too small.

To provide the full-service that would define its value to clients, Morgan Keegan embarked on two major endeavors.

New Growth...

The first was external, as Morgan Keegan pursued multiple acquisitions supported by significant organic growth. Even before the downturn, Morgan Keegan had applied the keen M&A skills it exercised on behalf of its clients to its own ends. In 2007, for example, the firm implemented a healthcare strategy, acquiring New York's Shattuck Hammond Partners while bulking up new resources in Nashville, the nation's for-profit healthcare hub.

In 2008, after the onset of the global credit crisis, Morgan Keegan acquired Atlanta's Burke Capital Group, which serves financial institutions, and Boston's Revolution Partners, which specializes in M&A and private capital advisory services for the technology industry. With those acquisitions, Morgan Keegan added to its ranks more than 40 investment banking professionals in Boston, Atlanta, San Francisco and Los Angeles.

"Our firm has not and will not take on massive debt to support proprietary trading positions."

—Rob Baird

Steady Leadership

Rob Baird, President of Morgan Keegan's
Investment Banking Division



“We saw that, with M&A activity so drastically curtailed, the investment banking industry itself was a buyers’ market,” says John “Chip” Grayson, Morgan Keegan’s Director of Corporate Investment Banking. “By acquiring other successful firms and top-level talent, we could expand services to a much broader client base.”

As large banks pared down or disbanded their municipal banking divisions, Morgan Keegan also seized advantage of that available talent, adding senior-level professionals from UBS, JP Morgan, Morgan Stanley, Bank of America and Bear Stearns while expanding its public finance presence into the Northeast and Florida.

The growth engine accelerated in 2009 when Morgan Keegan acquired a nationally established restructuring group to complement the firm’s M&A, public equity and debt practices. Boston-based Spectrum Capital Group, which advises financially distressed businesses across a wide array of industries, joined Morgan Keegan and was renamed the Special Situations Group.

Morgan Keegan has steadily added talent in five industry sectors vital to the firm’s core business: REITs, healthcare, technology, financial services (notably community banks) and energy. Early in 2010, the management and employees of Paragon Advising, a Houston-based boutique focused on the oil and gas sector with emphasis on services and equipment, became a part of Morgan Keegan, buttressing the firm’s existing industry practice in that city.

“Our goal is to be a premier provider of investment banking services to middle-market companies, particularly those companies that can benefit from our specialized industry knowledge and the products and services offered by our firm and our parent company, Regions Financial,” says Baird. “Our firm offers our investment banking clients a full-service platform which includes retail and institutional distribution, a strong capital base and over 300 investment banking professionals.”

New Brand...

With the creation of the new Investment Banking division, Morgan Keegan now has an integrated banking practice in 35 offices across the country, including Memphis, Atlanta, Boston, Charlotte, Chicago, Dallas, Houston, Los Angeles, Miami (Coral Gables), Nashville, New York and San Francisco.

The benefits were immediately tangible. “It has meant more cross-selling between the people on the debt side and the people on the M&A side,” says Grayson. “It has meant greater penetration of the high-yield debt market, more product for our retail brokers to sell and more resources to further enhance our client industry focus.

“In other words, we have enhanced a full-service brand that, successful as we’ve been in the past, has now redefined and reinvented our marketing on a firm-wide basis,” adds Grayson.

Integration is the key to such branding, and the challenges in actually delivering seamless full-service are often formidable for

firms that grow so rapidly via so many acquisitions.

“You’d think cultural differences based on region could have been problematic. They were not,” says Grayson. “We don’t try to transform anyone into images of ourselves. We put the pieces together and let the glue set.”

“We took a very mindful approach to integrating both the firms we acquired and the individuals we have chosen to hire,” says Baird. “First of all, we only acquired our own kind of people. People who are careful about everything, who

work with the highest level of personal integrity, and who always put the needs of the client first.”

In other words, pursue bold strategies but implement with extraordinary care. It’s a business model that has guided Morgan Keegan through four decades of sustained growth, and it’s the best recipe for success in a marketplace roiled by economic dislocations.

“We saw that, with M&A activity so drastically curtailed, the investment banking industry itself was a buyers’ market.”

—John “Chip” Grayson



John “Chip” Grayson
Director of Corporate Investment Banking



A Clear and Present Need

NVLSP protecting veterans' rights

When David Long learned in 2006 that he had prostate cancer, there was ample reason to seek benefit payments from the United States military. An Air Force mechanic during the Vietnam War, he'd been exposed to Agent Orange while working on aircraft at Clark Air Force Base in the Philippines. As such, his case should have clearly fit within the standard of a "presumptive service connection," which stipulates that disabilities be "at least as likely as not" traceable to service-related causation.

Unfortunately, there was no evidence at hand that Long had ever been in Vietnam or that the planes he worked on had any connection to Agent Orange. He desperately needed legal counsel of a very special sort — experts on specific veterans' issues as well as advocates with the investigative and analytic skills to exhume massive evidentiary documentation and present it to the proper fact-finders.

The National Veterans Legal Services Program (NVLSP) provided both. An independent nonprofit organization founded in 1980, NVLSP represents veterans denied benefits to which they're entitled. Over the years, the organization has compelled the Veterans Administration and the military branches to pay hundreds of millions of dollars to disabled veterans and their families. Today, NVLSP also

has a special pro bono program, The Lawyers Serving Warriors™ (www.lawyerservingwarriors.com), assisting Iraq and Afghanistan veterans on a range of issues.

Of its 31 employees, 17 are lawyers with precisely the sort of focused expertise that Long required. "We also recruit some of the biggest and best law firms in the country to do the kind of persistent legwork needed here, that our smaller staff cannot do," says Program Manager Thomas Moore.

In 2007, the NVLSP assigned Long's case to Bass, Berry & Sims attorney Shayne Clinton whose exhaustive search uncovered 15 year-old confirmation that the planes at Clark AFB did indeed release Agent Orange. Clinton's perusals of USAF Historical Research Agency records were decisive, placing Long at Clark during the period in question. Long received \$80,000 in retroactive benefits.

To assure such expert resources, NVLSP conducts training for outside attorneys, very few of whom have military backgrounds or practice in the area of veteran's benefits. Importantly, NVLSP staff attorneys continue to mentor lawyer volunteers. Currently, says Moore, each NVLSP staffer mentors 40-50 outside lawyers.

He desperately needed legal counsel of a very special sort...

NVLSP is now waging one of its biggest fights: a class action alleging that, from 2002 to 2008, the military illegally denied benefits to Iraq and Afghanistan veterans suffering Post Traumatic Stress Disorder (PTSD). *Sabo v. United States* has a class of 4,300 veterans and some 100 lawyers working pro bono. The litigation has already borne fruit as the military agreed to an expedited review of all records to increase the disability ratings that determine benefit eligibility for the claimants.

There is a downside, however, as the *Sabo* case is a significant drain on NVLSP's resources. So if you've ever thought of returning something to the men and women who've risked their lives on our collective behalf, now is the time. There are many, many members of our armed forces serving in Afghanistan and Iraq who will eventually benefit as a result.

"I take the work my firm does for

NVLSP very personally and proudly," says Bass, Berry & Sims attorney Russ Baldwin, a Major serving in Tennessee National Guard's JAG corps who will soon be

deployed to Iraq.

"These men and women face some of the most insidious health risks the world has ever known. It's the mission of NVLSP to ensure they get the help they deserve, not just a few 'thank yous' once a year on Veteran's Day."



Worthy Cause

This pro bono program recruits from the best law firms in the country to aid soldiers.

All About Women is About All Women

Tennessee's indispensable resource



Cutting Loose

Attendees dancing at an All About Women event. Dancing is great exercise, good for stress relief and just plain fun.

The following two life-altering interventions clearly demonstrate the value of All About Women (AAW), a nonprofit that provides Tennessee women with engaging events and opportunities to enhance personal health and well-being at multiple levels.

At the inaugural AAW event in Nashville, volunteers discovered that an attendee — a woman of limited financial means — was the victim of domestic violence by a man who frequently carried high-volume explosives in his vehicle. The volunteers found help for the woman and worked to have the abuser arrested.

At the most recent event, a blood glucose screening for an individual revealed a level of 495 (normal is 100). This woman, a full-time professional, received immediate attention and credits AAW with saving her life.

Clearly, AAW is truly about all women. Attendees range in age from 18 to 64 and represent women from all social, economic and educational backgrounds with a special emphasis on underserved women making less than \$40,000 annually. Since 2003, more than 65,000 women in Tennessee have attended these free one-day events.

AAW offers more than just medical services — it also

provides robust activities that touch on every vital aspect of a woman's life. The compelling idea is that what happens to people financially, emotionally and practically directly affects their physical well-being. "It's significant that women at our

events can learn everything from managing their money to fixing their toilets," says AAW founder Sally Smallwood. "We strive to help women improve all aspects of their lives."

It's also about Tennessee. Smallwood was inspired to create AAW after seeing a study by The Institute for Women's Policy Research that ranked Tennessee 49th among the 50 states in terms of women's health and well-being, political involvement, employment and income, and education level. Her resolve was fueled when a close friend was diagnosed with breast cancer. She hadn't seen a doctor in three years.

For the next two years, Smallwood met with diverse medical and other professionals to develop the AAW

concept. With a 30-volunteer core group, she launched the 501(c)(3) in 2002.

"It's an especially exhilarating experience as we're both contributing and participating. We provide free legal resourc-

"We get them to take some time for themselves and get things done. It's a big public celebration."

—Sally Smallwood



Woman With a Vision

Smallwood, founder of All About Women.

es to the women who attend and, in turn, we enrich our own lives by joining the activities,” says Angela Humphreys, a member at Bass, Berry & Sims. Volunteer attorneys from the law firm create living wills for AAW participants as part of the firm’s involvement in the events.

Past events have been held in 60,000-square foot convention center areas, with presentations and activities divided into four sections — Health, Home, Life (including financial and community involvement) and Me (including career). One of the activities featured a 3,000-foot model home that Home Depot contributed as a teaching environment.

The full impact of AAW extends throughout the community. “We are really a grass roots movement, which means we bring together community groups that don’t normally work together,” says Smallwood. “One obvious example: the Democratic and Republi-

can Women’s Committees. We’re thrilled to provide common ground for diverse groups.”

As a grass roots movement, AAW has grown its clientele by word of mouth as well as media coverage and public service announcements. “We make every effort to work with all the nonprofits that serve women in Tennessee as well as groups like Habitat for Humanity,” says Smallwood. “Maybe women hear of us from the Health Department. Maybe they find us by reading graffiti ads. We get them to take some time for themselves and get things done. It’s a big public celebration.”

The bad economy will not dampen such outreach. In lieu of immediate plans for another major convention center event, AAW is launching an interactive Web site that provides many of the same benefits. Two “sassy, real, and welcoming” characters, Lily and Z,

will tackle a new topic every week and guide visitors through activities and resources designed to serve their personal needs.

For example, Z isn’t getting enough sleep. Visitors can follow her daily progress, learn to create sleep charts, and take steps to normalize their own sleep patterns.

Today, the prospects for women are much brighter as AAW continues to remove barriers to health and well-being.

NOT QUITE 20 QUESTIONS

(Getting Personal With Professionals)



Cheryl White Mason

Vice-President — Litigation
HCA Inc.

What historical figure do you identify with the most?

Phyllis Wheatley. She survived the middle passage as a child and went on to write and publish some remarkable poetry. Although her life and circumstances were peculiarly shaped by her race, her struggles with faith, identity and her place in the world are universal.

What is your favorite movie?

The Lion in Winter — This period in history saw the development of the jury and court system, the Crusades and the signing of the *Magna Carta*, and profoundly affected the world we live in today.

Who are your heroes in real life?

My mom, my Aunt Elois and others I know who are just plain kind.

What do you value in your employees?

Intelligence, integrity and a sense of humor.

What profession other than your own would you like to attempt?

Storytelling and stand-up comedy. I’m a huge fan of Garrison Keillor, Kevin Kling and Whoopi Goldberg. I recently took a comedy writing class at Zanies — I had a blast but I don’t think Whoopi has to worry too much about the competition.

Describe your company in 20 words or less.

HCA owns more than 200 hospitals and surgery centers across the country. It strives to provide quality, cost-effective healthcare to all the communities it serves.

Making it Simple and Fun to Feel Better

AAW’s Web site includes games, BMI calculators, recipes, YouTube exercise links and more.



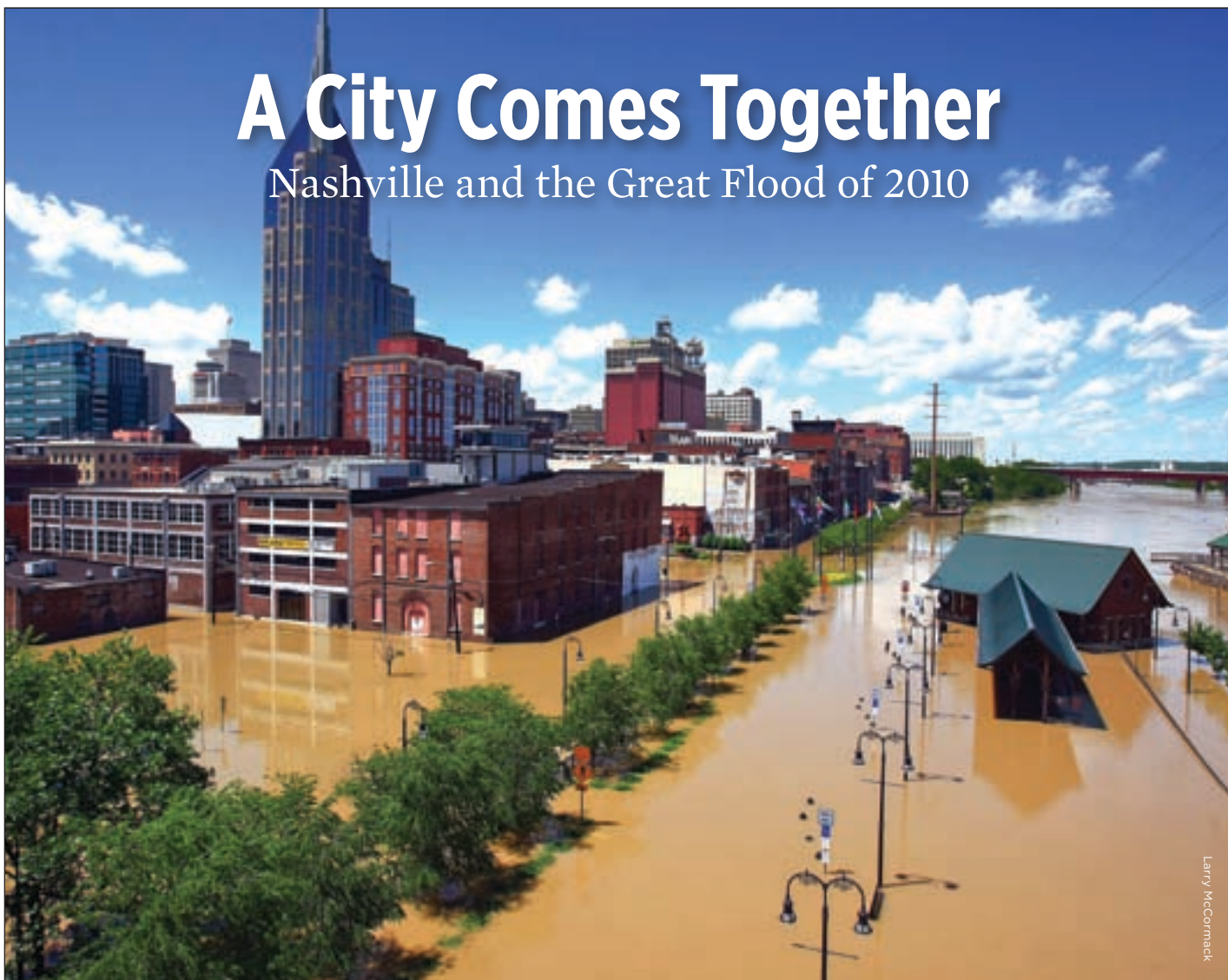
Volunteering to Help Women in Tennessee

In addition to health specialists of every kind — including experts who deliver on-premises health services ranging from STD screenings to head massages — some of Tennessee’s most prominent public figures have participated at AAW events including mayors, renowned coach Pat Summitt, financial guru Dave Ramsey.



A City Comes Together

Nashville and the Great Flood of 2010



Larry McCormack

There are natural disasters of such proportion as to seize front-page headlines for months and haunt the collective consciousness for years. Hurricane Katrina is an obvious example. There are also disasters that likewise affect thousands of lives, with many fatal consequences, but are not quite apocalyptic enough to rivet the nation's attention beyond the immediate occurrence.

The epic flooding that disabled Nashville during the weekend of May 1, 2010 seems a case in point. Some Americans in other parts of the country may have already forgotten about it. But, here too, lives were lost and businesses shut down. Here too, the human tragedy was of profound dimension. Here too — perhaps more so than in other instances — we see heroic action by community leaders and volunteers whose unstinted efforts to remediate the massive damages should never be forgotten.

By the time the torrent subsided, 29 people had perished statewide. The rainfall that deluged Nashville actually exceeded the maximum observed during Katrina, based on measurements from 15 local observation sites. The two-day rainfall of 13.57 inches at Nashville International Airport

shattered the previous monthly record of 11.04 inches for May. The tempest cut a perilous swath throughout Tennessee. In just two days, the equivalent of 420 billion gallons of water inundated the region.

It might not be fodder for tabloid headlines, but the coordinated response of Nashville's public, private, nonprofit and religious sectors can stand as a disaster-management model for cities and communities everywhere. Thanks to the foresight of Nashville's leaders, three years ago they created a

Comprehensive Emergency Management Plan that included the establishment of a First Responder Team. This volunteer team consists of key community members from the emergency, government, utility and nonprofit arenas.

"Effective crisis management does not begin with the crisis itself," says Nashville Mayor Karl Dean. "The crisis team must be in place beforehand. There must be a plan

ready to deploy, and everyone on the team must know what their specific roles are in the event of a disaster. That kind of coordination and cooperation is the essence of crisis management, and that's why Nashville was ready. No one predicted the amount of rain we'd receive or the flooding that would

"No one predicted the amount of rain we'd receive or the flooding that would ensue, but we were fully prepared as a city to respond." —Mayor Karl Dean

ensue, but we were fully prepared as a city to respond.”

Before the end of that weekend, American Red Cross chapters across the state quickly mobilized workers and volunteers to provide food, shelter, toiletries, blankets and other necessities to displaced flood victims. As of May 12, less than two weeks after the disaster, the Red Cross had opened 35 shelters and accommodated more than 4,600 overnight stays.

Once the rain stopped and Tennesseans grasped the scope of the devastation, volunteers flocked to community associations, religious organizations and nonprofits to lend assistance. Since May 2, Hands On Nashville (HON), a local nonprofit whose staff is included on the First Responder Team, alone coordinated more than 19,300 people who volunteered to help the flood victims. During the weeks and months after the flood, these 19,000-plus volunteers worked more than 77,000 hours. Their efforts alone had an immediate projected economic impact of \$1.6 million, solidifying Tennessee’s “Volunteer State” tagline with renewed meaning and credibility. A May 24 segment on *NBC Nightly News* effectively featured the work of these HON volunteers, many of whom were young adults clearing away mountains of rubble in communities in and around Nashville. The segment ends with one local resident praising them as “angels from heaven.”

Meanwhile, in another important prong of the coordinated emergency response, organizations like the Community Foundation of Middle Tennessee oversaw financial donations for distribution to a diverse roster of area nonprofits to further assist in cleanup and rebuilding endeavors.



Shelley Mays



Matt Kryger



Matt Kryger

Wading Through the Aftermath

Residents waded through the flood waters, Mayor Dean at a news conference, volunteers sort through donations and help in the cleanup.

In an effort to help the more than 2,700 businesses in Davidson County alone that were disrupted, Mayor Dean immediately asked the Nashville Area Chamber of Commerce to coordinate a Business Response Team (BRT) that, under the leadership of executives from Gray Line Tours LCL, Inc., Ingram Industries Inc., Bridgestone Americas, Inc. and AT&T, provided direct and extended assistance to affected businesses.

Additionally, many companies turned inward to provide direct financial aid to their employees. Companies like HCA, Gaylord Entertainment and Cracker Barrel were among those cited in local media for their financial contributions to employees through internal Employee Assistance Programs (EAPs) created for employees and their families affected by disasters, catastrophic illnesses, etc. Cracker Barrel reactivated its “Cracker Barrel Cares” program specifically for employees (and also donated cash and meals to community residents) when the flood hit, while Gaylord and HCA had set up programs immediately after the Florida hurricanes of 2004.

Again, the lesson is all about prior preparation. It is simply more efficient to have an existing assistance program in place when disaster strikes than to start reinventing the wheel at a point in time when people are already desperate. If nothing else, donors know where they can send their checks. Gaylord, for example, reported that its EAP grew to \$400,000 as even customers and vendors made contributions. On behalf of 200-plus affected employees, HCA made matching contributions of up to \$500,000 to its employee-run nonprofit, The HCA Hope Fund.

In all such efforts, businesses simultaneously help others and pursue their own enlightened self-interest.

“The persistent message throughout the recovery period was that Nashville is ‘open for business,’” says Ralph Schulz, President and CEO at the Nashville Area Chamber of Commerce. “We saw numerous examples of businesses helping businesses, and even their own competitors, so the ‘open for business’ message resonated beyond the unaffected businesses; it was a message that exemplified the can-do spirit of our city.”

There’s another message as well that the saga of Nashville, Tennessee in May 2010 so emphatically underscores. Disasters may dominate the headlines, but the equally important story is about the careful, indefatigable disaster recovery efforts that persist day after day for months on end. As anchorman Brian Williams reminded his audience in that *NBC Nightly News* feature, it’s too easy to forget such herculean effort while, in another region of the country, an historic oil spill dominated the news. “But the work [in Nashville] goes on, with so many people making a difference,” Williams gently admonished.

At the end of the day, Nashville will be an even greater city than it was before the flood of 2010 — and a model for how other cities must prepare today for the adversities that can happen tomorrow.

Against the Tide

In-Rel thrives in a down market

It's a big story when any company thrives in the kind of downturn that the 2008 crisis precipitated. When a real estate firm like In-Rel Management, Inc. (Intelligent Real-Estate) does so, it's a signal event indeed.

Based in Lake Worth, Florida, In-Rel and its 50 employees acquire, remodel and manage commercial properties in the Southeast. Principal Charles Stein describes In-Rel as "the Wal-Mart of real estate firms." If not quite the size (yet) of Sam Walton's venture — the company's portfolio stands at approximately five million square feet — there are indeed similarities. In-Rel targets midsize cities like Birmingham and Nashville, reducing costs and passing the savings on to tenants.

Growth is essential to this strategy: the higher the volume of acquisitions, the more cost-efficient the total operations. Stein points out that, in his business, you either grow or die — and In-Rel aims to double its holdings in the next five years. In just a four-month period in 2009-2010, while competitors fell by the wayside, In-Rel acquired four properties all within a 90-minute plane ride from their Lake Worth headquarters.

When the financial crisis hit, In-Rel was sitting pretty. The firm had successfully refi-

nanced a number of properties and was cash-rich. That attracted commercial banks, which were the only lenders left standing. Unlike others who still sought non-recourse loans, In-Rel principals personally guaranteed every deal.

"I wish I could say I was a prophet, and foresaw the crisis, but we planned to capitalize well before," says Stein. "Sometimes it's better to be lucky than good."

Its tenant-focused strategy continues to drive In-Rel at every turn. By fall 2010, In-Rel Management will emerge as In-Rel Properties and launch a complete re-branding

campaign including a new logo, Web site, and all-new marketing materials to better reflect its philosophy. "We've put less emphasis on the buildings themselves and more on the businesses that

succeed in those buildings. Only when they succeed can we succeed," adds Stein, which may be the best lesson real estate owners and developers can draw from the current economic adversity.

"We've put less emphasis on the buildings themselves and more on the businesses that succeed in those buildings. Only when they succeed can we succeed."

—Charles Stein

Fill 'er Up
Clark Towers — Memphis



REDUCED COSTS MEAN BIG SAVINGS FOR TENANTS



Cost-savings passed on to tenants led directly to astoundingly high occupancy rates for this economy. Stein cites Clark Towers on the east side of Memphis as an example. When In-Rel acquired the 40-year-old building in 2004, occupancy was 60%. That number is now 90%. For a 650,000 square-foot property, that's saying quite a bit.

A Majestic Afternoon

Darrell Cobbins takes a break from his busy day.



Memphis Mainstay

The future of Darrell Cobbins' city

Two years after Darrell Cobbins opened Universal Commercial Real Estate in 2007, his grandfather Samuel Peace passed away. Since the 1950s, Mr. Peace had been one of the best-recognized realtors in Memphis, Tennessee, and a highly respected member of its African-American community. In 1972, Cobbins' mother became a licensed realtor and Principal Broker at the age of 24, unusual at the time for a woman of any race. Quite naturally, she joined Universal Commercial Real Estate in 2007 and works there still.

"Real estate is in my blood," says Cobbins. "So is the city of Memphis."

Not surprisingly, his firm has become a powerful presence in a community that, as Cobbins asserts, is decidedly on the upswing. "This city has extraordinary potential," he says. "Memphis is a

nexus of air, water, and rail transport systems. Our airport is already number one in cargo transport in the world. Meanwhile, the city is working to regain control of Beale Street, Graceland is undergoing a multi-million dollar renovation, and several businesses are looking to relocate here."

Cobbins has brought this optimism and a visionary perspective to bear on behalf of both his private and public-sector clients, including Tower Ventures, Durham School Services and the city of Memphis. Cobbins works closely with his clients on the proper site selection, believing that location is a core deliverable that can positively affect both the client and the community.

"You're not just an agent, you need to

be an advisor as well," he says. "You need to be an advisor on how their real estate strategies play into, and affect, their larger business strategies."

To be sure, Cobbins, a veteran of both Commercial Advisors and Lehman Brothers before launching his own business, has a statewide perspective (including an office in Nashville); but one gets the powerful sense that this businessman has tied his destiny to Memphis.

Cobbins' commitment to his city is further demonstrated by the stunning range of public service activities in which he has invested. He is the youngest person ever to have served as chairman of the Board of Commissioners of Memphis Light, Gas and Water Division (MLGW), the nation's largest three-power municipal utility. He served as a vital member of Memphis Mayor A C Wharton's transition team. It was Cobbins, a Memphis Symphony board member and past chairman of Mipact Memphis (a grassroots network of local professionals), who also organized a push to consolidate the Memphis and Shelby County governments.

Cobbins is also an integral part of the Memphis Bioworks Foundation project, a 250,000 square-foot venture that will put Memphis on the map in terms of biosciences research and entrepreneurial innovation. "It is a powerful catalyst for growth in this community," he says, as are plans for a new convention center in Memphis. Cobbins is now immersed in the feasibility studies driving that potential project as well.

"A lot of people have invested in me," reflects Cobbins. "I want to justify their

confidence by returning the favor to others. And I do want the citizens of Memphis to know that there are a

number of us in this community, not just me, who could have gone elsewhere to pursue their careers and achieve their professional potential. But we made a conscious choice to stay here. I, for one, am very glad I made that commitment."

"You're not just an agent, you need to be an advisor as well." —Darrell Cobbins

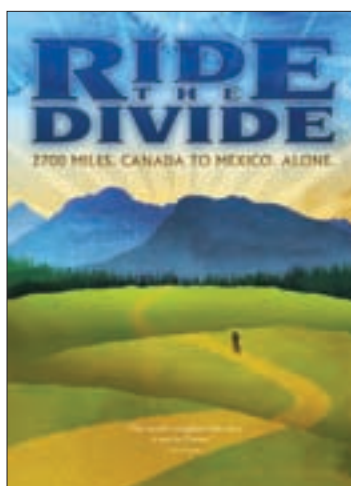
Extraordinarily Expanded Horizons

Documentary Channel's momentum continues



The Resiliency of Childhood

Born into Brothels is a portrait of several unforgettable children who live in the red light district of Calcutta, where their mothers work as prostitutes.



The Amazing Race

Award-winning feature-length documentary *Ride The Divide*, follows three courageous cyclists as they take on the world's toughest mountain bike race—2,700 miles—alone.



Strong Stuff

The Last One follows Appalachian moonshining legend Popcorn Sutton as he runs one last batch of true moonshine whiskey.

“It's all about momentum,” says James Ackerman, CEO of Documentary Channel (DOC) a Nashville-based TV channel that airs documentaries by top independent filmmakers.

For DOC, the serious momentum began on August 1, 2009. Just prior to this date, DOC was an insolvent public interest channel facing two alternatives: convert to a fully commercial channel or potentially die. The choice was obvious but, at a time of such economic scarcity, was the goal unreachable?

Ackerman, with his “great team and wise board,” took step one: a multi-year, non-exclusive “carriage agreement” with Dish Network that assured DOC long-term access to millions of viewers and made possible a debt-to-equity recapitalization and opportunity to raise new capital.

“It also made it possible for us to acquire multiple award-winning films and an increasingly attractive inventory to offer other large satellite and cable operators,” says Ackerman.



And the Oscar Goes To...

Featured on the Documentary Channel, *Born into Brothels* won for Best Documentary Feature at the 77th Academy Awards.

The momentum accelerated. In early 2010, DOC entered a separate agreement with DIRECTV that doubled its subscriber base overnight. Since DIRECTV and Dish Network have 32 million combined subscribers, the horizons for DOC are even more expanded as it's now well-positioned to seek further deals with the likes of

Comcast and Time Warner Cable.

Bottom-line: by July 31, 2010, DOC was fully profitable.

Spot advertising revenue grew five-fold during the past year, but the full story is not in the numbers alone. It's also about what DOC provides its growing audience. Past offerings include two Oscar nominees: *Spellbound* and *Born into Brothels*; *Calcutta's*

Red Light Kids.

Ackerman says some of the “quirkiest” titles are extremely

“Some of the ‘quirkiest’ titles are extremely popular.”

—James Ackerman

popular, including *American Carny*, about circus freak shows, and *The Last One*, about moonshining. “High-quality documentary films bring people into worlds where they don't otherwise have access,” he observes.

The momentum continues as DOC has now struck a major deal with one of America's great corporations. In September 2010, DOC announced an agreement with Procter and Gamble's Eukanuba Pet Foods, along with A Brand Apart Television Ltd., to produce, market, and distribute a 13-part weekly series featuring extraordinary dogs. *Eukanuba Extraordinary Dogs* will premier in early 2011.

DOC is already writing the next chapter of its history as it has begun to executive produce original films, including *Ride the Divide*, an 82-minute gem chronicling the experience of competitors in the world's longest mountain bicycle race: 2,700 miles from Canada to Mexico, representing an aggregate vertical elevation equivalent to climbing Mount Everest seven times.

“The creative rewards are tremendous,” says Ackerman, “but we're cautious as we move bit by bit toward production and project investment. We've been particularly encouraged by the success of *Ride the Divide*, but no one scales Everest overnight.”

NOT QUITE 20 QUESTIONS

(Getting Personal With Professionals)



Joe DiCamillo

General Counsel
Studsvik, Inc.

Which words or phrases do you most overuse?

“As a practical matter”—a big part of my job is to distill lots of information from many sources and get to the root effect this information will have on Studsvik, its goals and initiatives.

Which living person do you most admire?

I admire every person who helps a neighbor, smiles at a stranger or gives time and talent to making their communities a better place.

What is your greatest extravagance?

Fast cars and faster cars.

Who are your favorite writers?

David McCullough, Bill Bryson and P.D. James.

Where would you like to live?

For my family and me, our current community of Wilmette, Illinois is perfect—a small town near Chicago along Lake Michigan.

Describe your company in 20 words or less.

Studsvik is a world leader in providing hi-tech, innovative and sustainable services to the nuclear industry.

Sacred Covenant

The Country Music Hall of Fame® and Museum's trial by fire

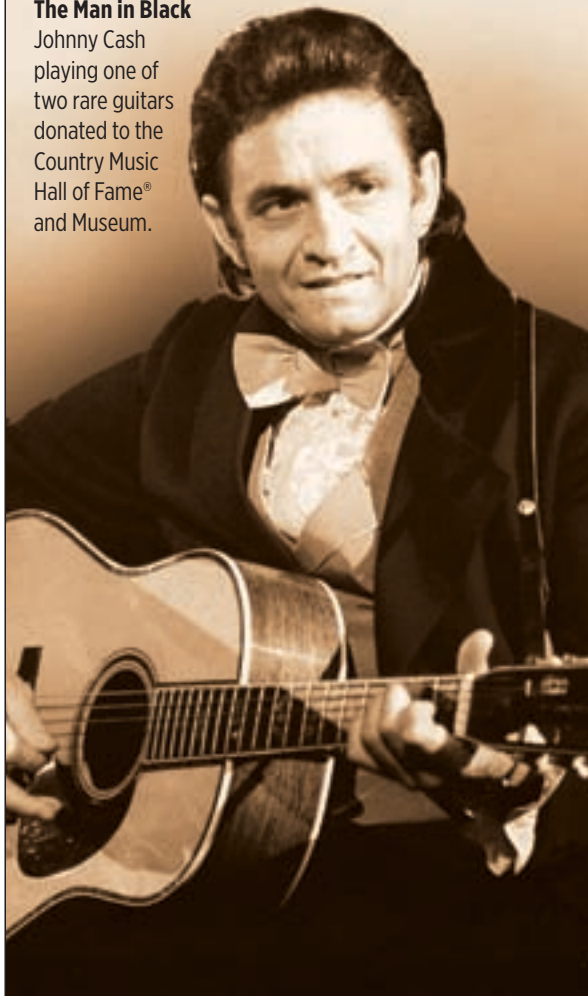


Can't You Hear Me Callin'

Bill Monroe's Gibson F-5 Master Model mandolin. The Country Music Hall of Fame® and Museum nearly had to surrender the priceless instrument in a legal battle resulting from the donor's involvement in a multi-million dollar Ponzi scheme.

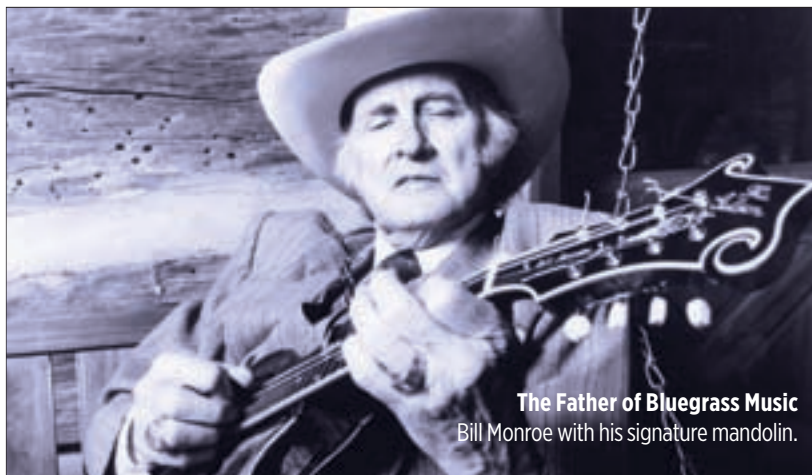
The Man in Black

Johnny Cash playing one of two rare guitars donated to the Country Music Hall of Fame® and Museum.



The First Family of Country Music

The Carter Family — Maybelle Addington Carter, A.P. Carter and Sara Dougherty Carter — brought the sounds of rural Virginia to the world.



The Father of Bluegrass Music
Bill Monroe with his signature mandolin.

Each year, tens of thousands of music lovers from around the world visit Nashville's Country Music Hall of Fame® and Museum to walk among the iconic and legendary pieces of country music memorabilia.

The Museum, a nonprofit educational organization, has amassed a permanent collection that is considered the largest and finest of its kind in the world. It includes a huge trove of costumes, instruments, films, photographs, business documents, recordings and many other objects — from microphones to automobiles — that document the evolution of this musical genre. Unique artifacts like Elvis' "Solid Gold" 1960 Cadillac Fleetwood limousine, Hank Williams' elegantly tailored white stage costume appliquéd with periwinkle blue music notes by Nudie the Rodeo Tailor, Mother Maybelle Carter's 1928 Gibson L-5 guitar and Bill Monroe's Gibson F-5 Master Model mandolin are some of the more popular attractions.

Sadly, a recent legal battle involving a high-profile businessman, a Ponzi-scheme and several valuable donations to the Museum threatened the ownership of some of the institution's most valued instruments. But hopefully, the result of this experience will lead to changes in the law that will prevent other charitable organizations from undergoing future legal encounters of this magnitude.

"Shock...disbelief...sadness" are among the words Museum Director Kyle Young uses to describe how he felt after learning that a major donor was the reputed engineer of a \$67 million-dollar Ponzi scheme — and that the Trustee of the donor's estate was legally bound to repossess all donated assets.

The story begins in 2004 when local businessman Robert McLean donated several instruments to the Museum, including Mother Maybelle Carter's 1928 Gibson L-5 guitar and Bill Monroe's Gibson F-5 Master Model mandolin. "There are not two instruments more important in the history of country music," Young says. Subsequent donations by McLean included two Johnny Cash guitars.

By the time of McLean's involuntary bankruptcy and death in late 2007, the Trustee of his estate needed the instruments returned or their cash equivalent to pay creditors. According to bankruptcy law, all proceeds from a Ponzi scheme, including donated cash or items, are recoverable. "Like everything else in our collection,

these instruments don't belong to the Museum," says Young. "They belong to the public. In fact, the collections housed here are not even on our balance sheet.

"Shock...disbelief...sadness" are among the words Museum Director Kyle Young uses to describe how he felt after learning that a major donor was the reputed engineer of a \$67 million-dollar Ponzi scheme.

"Organizations like ours have a sacred covenant with the public," Young adds. "Think, too, about the message to artists and musicians if we were to break the covenant. Would they entrust a possession of such incandescent value to an institution that would even consider bartering it?"

Young describes the Trustee as "very sympathetic, but he had his own job to do. On our side, we fought tooth and nail for our cause."

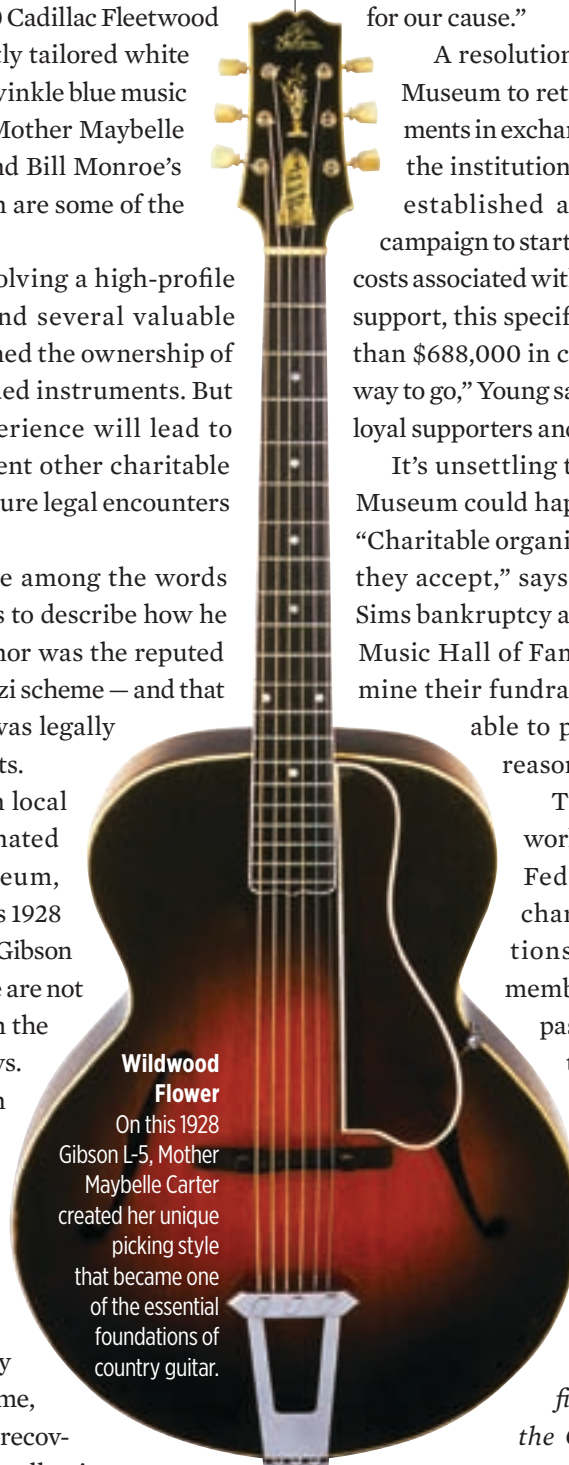
A resolution came in late 2008 that allowed the Museum to retain possession of the donated instruments in exchange for a \$750,000 settlement. In 2009, the institution borrowed the necessary money and established a special \$1.1 million fundraising campaign to start repayment on the loan and recover all costs associated with the cause. Thanks to generous donor support, this specific fundraising effort has raised more than \$688,000 in cash and pledges. "There's still a long way to go," Young says, "but we trust in the nobility of our loyal supporters and their continued generosity."

It's unsettling to think that what happened to this Museum could happen to any charitable organization. "Charitable organizations cannot screen the donations they accept," says Gene Humphreys, a Bass, Berry & Sims bankruptcy attorney who represents the Country Music Hall of Fame® and Museum. "It would undermine their fundraising to even try. So they're vulnerable to people whom they've absolutely no reason to suspect."

There's a legislative solution in the works. A fairly simple amendment to the Federal Bankruptcy Code exempting charitable organizations in such situations is being considered by certain members of Congress. If the amendment passes, it would protect other organizations from similar situations.

"Hopefully, with such a change in the law, the implications of what happened to us can have real impact beyond Nashville," says Young. "If our experience winds up helping others, this painful story will have a happy ending."

To inquire about tax-deductible financial contributions, please contact the Country Music Hall of Fame® and Museum at (615) 416-2050.



Wildwood Flower
On this 1928 Gibson L-5, Mother Maybelle Carter created her unique picking style that became one of the essential foundations of country guitar.

NOT QUITE 20 QUESTIONS

(Getting Personal With Professionals)



Andre Jackson

Sr. Director, Human Resources
Emdeon Inc.

What's your favorite restaurant?

Mambu — It's a nice quaint restaurant off of the beaten path.

What do you do to unwind?

I like to venture out and listen to a good jazz, R&B or soft rock band.

Describe your perfect day.

My perfect day would be outdoors on a sunny Fall day grilling and enjoying family and friends.

What is your motto?

"A life is only as important as the effect it has on other lives." — Jackie Robinson.

What was your childhood ambition?

Each one is so unique, it's hard to condense... Just to be the best at whatever I chose to do. My parents instilled a belief in me that I could be successful and achieve my goals in life as long as I maintained a passion for learning, did well academically, worked hard and always did the right thing.

Describe your company in 20 words or less.

Emdeon is a leading provider of revenue and payment cycle solutions that connect payers, providers and patients to integrate and automate key business and administrative functions throughout the patient encounter.

Any City, Any Kitchen

A master baker's business wisdom



As a young journalist at the *Atlanta Journal*, Anne Byrn had no plans to be a food writer. The food beat was assigned to her. Years later, she had no particular intention to write cookbooks. But in 1998, after doing a story about cake mixes, she invited readers to submit ideas. They sent 500 recipes, which Byrn transformed into a bestseller, *The Cake Mix Doctor*TM. Other titles followed: *The Dinner Doctor*; *Cupcakes: From the Cake Mix Doctor*; *What Can I Bring?*; and, in 2009, *The Cake Mix Doctor Returns* — collectively selling more than three million copies.

While it may seem that things just fell into place for Byrn, one cannot dismiss the fact that she is also very talented, and not just for her spectacular prowess as a baker. Underlying her success at every stage, there is instinctive business acumen and a marketplace responsiveness from which entrepreneurs can take cues.

At the get-go, Byrn was already following a sound business practice: find out what your customers want and let them have it. The recipes sent by her readers confirmed widespread interest in cake mixes. "Yet I had no idea the book was going to be so successful until my first book tour underscored something very, very important," she says. "My recipes would need to be ones that succeed in any city, any kitchen."

Certain ingredients may work well in certain regions at certain times. For example, why use fresh peaches — in-season some places, out-of-season

elsewhere — when canned peaches are juicy and flavorful enough to use anywhere, anytime?

Byrn also realized that anyone who writes books these days faces a formidable challenge. "I have to understand why people will buy a book rather than rely on recipes they can get free online."

From a business standpoint, the answer to the digital challenge was a personal brand — The Cake Mix Doctor — that has assured the reliability of her recipes and cemented her personal relationship with readers. The goal was for readers to trust her and her books more than their web browsers.

Byrn has chosen the perfect food to define and empower this personal brand. "Cakes are celebratory like no other food," she says. "They're rites of passage. They're eaten at weddings, birthday parties, even funerals."

Byrn continues to conduct her business based on what she hears from readers. Her most recent book is *The Cake Mix Doctor Bakes Gluten-Free*, inspired by a "very vocal" demand for recipes from people who require a gluten-free diet.

By the end of 2010, Byrn will also be marketing her own all-natural cake mix. Like the cookbooks that came before it, this recipe is in response to readers' demand for an all-natural alternative to traditional cake mixes. So the lessons remain the same: never stop listening to customers; never stop responding to their changing demands.

As a business strategy, it simply takes the cake.

Chocolate Chip Cappuccino Coffee Cake



Serves: 12 to 16

Prep: 20 minutes

Bake: 45 to 50 minutes

Cool: 35 to 45 minutes

A true coffee cake, this easy Bundt is not only delicious served with coffee, but coffee is an ingredient. Katie Sloan of Charlotte, North Carolina, passed along the recipe some years ago. She says not only does it fill her home with wonderful aromas but, whenever she brings it to a potluck, she comes home with an empty plate. And it's no wonder—it looks beautiful and is easy to tote. It's perfect for a morning meeting or Sunday brunch.

To make this coffee cake less intense, substitute water for the coffee. But would it still be a coffee cake? You be the judge.

FOR THE CHOCOLATE CHIP STREUSEL

1 lightly packed cup light brown sugar
 ¾ cup finely chopped pecans
 ½ cup (3 ounces) miniature semisweet chocolate chips
 2 tablespoons plus 1 teaspoon all-purpose flour
 2 teaspoons ground cinnamon
 2 teaspoons unsweetened cocoa powder
 3 tablespoons butter, melted

FOR THE CAKE

Vegetable oil spray, for misting the pan
 Flour, for dusting the pan
 1 package (18.25 ounces) plain yellow or vanilla cake mix
 1 package (3.4 ounces) vanilla instant pudding mix
 1 cup sour cream
 ½ cup strong brewed coffee or water
 4 large eggs
 1 teaspoon pure vanilla extract

FOR THE TOPPING

1 tablespoon confectioners' sugar
 1 teaspoon unsweetened cocoa powder

1. Place a rack in the center of the oven and preheat the oven to 350°F.
2. Make the streusel: Place the brown sugar, pecans, chocolate chips, flour, cinnamon, 2 teaspoons of cocoa powder and the melted butter in a large mixing bowl and stir to combine. Set the streusel aside.
3. Make the cake: Lightly mist a 12-cup Bundt pan with vegetable oil spray, then dust it with flour. Shake out the excess flour and set the pan aside.
4. Place the cake mix, pudding mix, sour cream, coffee or water, eggs and vanilla in a large mixing bowl and beat with an electric mixer on low speed until the ingredients just come together, 30 seconds. Stop the machine and scrape down the side of the bowl with a rubber spatula. Increase the mixer speed to medium and beat until the batter is thick and smooth, 1½ minutes longer, scraping down the side of the bowl again if needed. Pour two thirds of the batter into the prepared Bundt pan and sprinkle half of the streusel mixture on top of the batter. Pour the remaining third of the batter on top of the streusel and, using a rubber spatula, spread the batter to reach the side of the pan. Sprinkle the remaining streusel on top. Place the pan in the oven.
5. Bake the cake until the top springs back when lightly pressed with a finger, 45 to 50 minutes. Transfer the Bundt pan to a wire rack and let the cake cool for 10 to 15 minutes. Run a long, sharp knife around the edges of the cake, shake the pan gently, and invert the cake onto a serving plate so that the streusel stays on the bottom of the cake. Let the cake cool completely, 25 to 30 minutes longer.
6. Make the topping: Place the confectioners' sugar and 1 teaspoon of cocoa powder in a small bowl and stir to combine. Sift the confectioners' sugar mixture on top of the cake, then slice and serve.

KEEP IT FRESH! Store this cake, in a cake saver or loosely covered with plastic wrap, at room temperature for up to five days. Freeze the cake, wrapped in aluminum foil, for up to six months. Let the cake thaw overnight on the counter before serving.



Let Them Eat Cake!

Anne Byrn is at home in any kitchen.



Firm Overview

Your BUSINESS

Bass, Berry & Sims focuses on the legal aspects of business needs, which encourages us to be creative in our search for the right solution. Our attorneys have the expertise to help your company meet its business objectives.

Your COMMUNITY

Our firm is a good corporate citizen, and our people are service-minded and eager to give back to our communities and the profession through pro bono work.

Your REFLECTION

Our commitment to diversity is both broad and deep. We are committed to increasing the number of women and minority attorneys in leadership positions and helping to train and mentor a diverse professional workforce.

Your WORLD

It is crucial to know the customs, cultures, politics and languages of the countries where our clients do business. Through our legal networks, we have developed relationships around the world to help us better understand the ins and outs of international business and legal matters.

OUR LEGAL NETWORKS:



Your SUCCESS

In short, it's not enough to know the law. We have to know our clients' businesses. Every task we undertake for our clients has only one goal: your success.

Your FIRM

At Bass, Berry & Sims, we are making a name for ourselves as one of the nation's premier firms. We represent more than 30 publicly traded and numerous Fortune 500 companies. Clients and other law firms turn to us for high-stakes matters and consider Bass, Berry & Sims their blue-chip partner.

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Practice Areas

BUSINESS

Antitrust and Trade Practices
Construction and Design Contracts
Corporate Finance
Corporate Governance
Employee Benefits
Executive Compensation
Financial Institutions
Financial Transactions
Healthcare Industry
Healthcare Information Technology
Insurance and Managed Care
Intellectual Property and Technology
Investigations and Enforcement
Mergers and Acquisitions
Private Equity
Public Finance
Real Estate
Real Estate Capital Markets
Securities Offerings
Tax
Trusts and Estates

LITIGATION AND DISPUTE RESOLUTION

Administrative and Regulatory Proceedings
Alternative Dispute Resolution
Antitrust and Trade Practices
Broker-Dealer and Financial Products
Business Disputes
Business Restructuring and Bankruptcy
Class Actions
Commercial
Construction
Environmental and Mass Torts
Financial Services
Government Advocacy
Healthcare
Intellectual Property and Technology
Internal Investigations
Labor and Employment
Pharmaceutical and Medical Devices
Products Liability
Real Estate
Securities and Corporate
State and Local Tax
Trusts and Estates