

DELIVERING
 EXTRAORDINARY
RESULTS IN
BUSINESS
LITIGATION
& TRANSACTIONS

THE TUCKER FIRM LLC
CORPORATE LEGAL COUNSEL



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EXTRAORDINARY

THE TUCKER FIRM'S ATTORNEYS DELIVER EXTRAORDINARY RESULTS IN BUSINESS LITIGATION AND TRANSACTIONS TO CLIENTS IN CHICAGO AND THROUGHOUT THE NATION BY EMPLOYING OUTSTANDING LEGAL SKILLS AND BUSINESS EXPERTISE.



EXPERTISE

The Tucker Firm's clients receive effective and efficient legal representation because the Firm focuses exclusively on business matters. Our clients gain a competitive advantage in business litigation and transactions because our attorneys are not only seasoned lawyers but also experienced business professionals. Our attorneys were trained at prestigious, big law firms and companies. They have college degrees in business and include individuals who are CPAs.

PRECISION

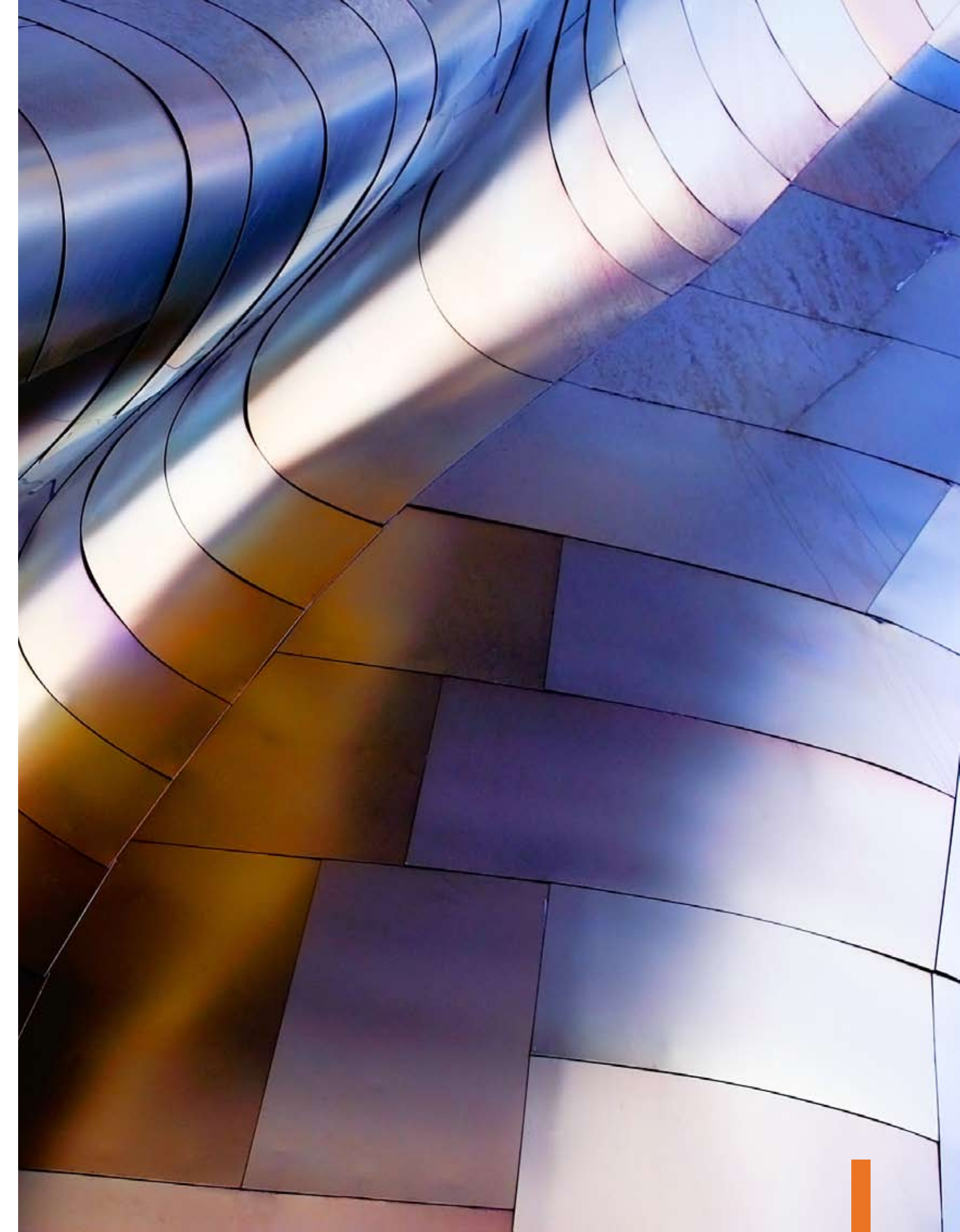
The Tucker Firm's clients win cases because the Firm uses an aggressive, targeted approach to litigation. At the very beginning of a case, we develop a focused plan for our client to succeed in the case based on the facts and law that are the most advantageous to our client. Because we immediately pursue the strongest aspects of the client's case, our clients obtain quick victories and reduce their overall expense.

RIGOR

The Tucker Firm's clients achieve favorable outcomes in transactions because the Firm is multidisciplinary and rigorous in its approach. In structuring business deals, we maximize the legal protection afforded to our clients and minimize their risk. Our attorneys seek to reduce the taxes and total expense incurred by our clients in their transactions. We are assertive in advocating our clients' positions in negotiations with others to obtain the best deal terms.

VALUE

The Tucker Firm delivers high-quality legal services to its clients to obtain extraordinary results. We develop litigation strategies and structure business deals to satisfy both the legal goals and the overall business objectives of our clients. The Firm is pragmatic in its methods and flexible with respect to its fees.





PROFESSIONAL PRACTICES

BUSINESS LITIGATION

BUSINESS CONTRACTS
UNLAWFUL BUSINESS PRACTICES
ACCOUNTANTS' LIABILITY &
FINANCIAL REPRESENTATIONS
INTRA-COMPANY DISPUTES
REAL ESTATE
EMPLOYMENT

BUSINESS TRANSACTIONS

COMPANY FORMATION
BUSINESS PRACTICES
CONTRACTS
REAL ESTATE
LANDLORD AND TENANT



BUSINESS LITIGATION PRACTICES

THE TUCKER FIRM | CORPORATE LEGAL COUNSEL

BUSINESS CONTRACTS
UNLAWFUL BUSINESS PRACTICES
ACCOUNTANTS' LIABILITY &
FINANCIAL REPRESENTATIONS
INTRA-COMPANY DISPUTES
REAL ESTATE
EMPLOYMENT



BUSINESS CONTRACTS



AREA DESCRIPTION

The Tucker Firm represents clients in disputes arising from oral and written contracts. The contracts may involve the purchase and sale of goods, rendering services, the employment or severance of an employee, the purchase and sale of a business, franchising or joint venture arrangements, the purchase, sale, or leasing of real estate, the licensing of intellectual property, or other subject matters.

COUNSEL ON CONTRACTS

FOR SOME OF THE

WORLD'S LARGEST COMPANIES



PROVEN RESULTS

The Tucker Firm defended one of the world's largest retailers of office products in a case in which a trucking company claimed that the retailer breached a contract involving the transportation of goods to the retailer's stores nationwide. Employing our targeted approach to litigation, we filed a motion with the court at the onset of the litigation seeking to have the case dismissed because it was barred by federal transportation law. This motion caused the opposition to forfeit its claims against the retailer immediately. As a result,

the retailer obtained a significant victory and minimized its legal expense.

Subsequently, many other retailers across the nation retained The Tucker Firm to defend them in similar cases filed by the same trucking company. We quickly obtained successful results in all of these cases. Identical cases against retailers who did not retain us persisted for an extended period of time.

UNLAWFUL BUSINESS PRACTICES



AREA DESCRIPTION

The Tucker Firm defends companies in lawsuits alleging that the company engaged in unlawful business practices in the marketplace. In these cases, a consumer may claim that the company misrepresented its products or advertised them by prohibited methods, such as by unsolicited facsimiles or noncompliant e-mails. The case may involve claims that the company engaged in unfair methods of competition or violated the antitrust laws. Claims also may arise from a company's unlawful use of another company's intellectual property, trade secrets, or confidential information.



PROVEN RESULTS

THE TUCKER FIRM
ROUTINELY LITIGATES
OPPOSITE BIG LAW FIRMS
AND WINS

The Tucker Firm represented a former CEO of a Fortune 500 company in a case alleging a violation of the Illinois Deceptive Trade Practices Act by use of a company name that was similar to the name of another company. The plaintiffs were represented by a prestigious international law firm with 1,000 lawyers. By thwarting the plaintiffs' attempt to obtain a temporary restraining order against our client, we reversed the momentum of the case. We then proceeded to file a powerful motion to have the entire case immediately dismissed, and this caused the plaintiffs to voluntarily dismiss their claims to forfeit the case after only two months.

ACCOUNTANTS' LIABILITY & FINANCIAL REPRESENTATIONS

AREA DESCRIPTION

The Tucker Firm represents companies and their accountants in litigation arising from financial representations made by the company to its shareholders, lenders, taxing authorities, and other persons. The Firm also defends accountants against malpractice claims instituted by their clients. These lawsuits may include claims for fraud and for violations of the federal and state securities laws, Racketeer Influenced and Corrupt Organizations Act (RICO), Internal Revenue Code, state tax laws, state laws regulating the practice of public accounting, and professional standards governing accountants.



PROVEN RESULTS

The Tucker Firm's attorneys have defended successfully Arthur Andersen and two of the top ten accounting firms against claims. The Firm has been selected by one of the largest accountant liability insurance companies as the primary provider of legal services to accountants insured by the company in Illinois.

The Tucker Firm's founder defended one of the top ten accounting firms in a securities fraud case arising

from the firm's audit of financial statements presented to an investor in a private placement memorandum. Employing a targeted approach to the litigation, a motion was filed immediately to dismiss the claims against the accounting firm because the claims were barred by Illinois' privity law. We prevailed on the motion, and, therefore, quickly won the case.

GAIN A COMPETITIVE
ADVANTAGE OVER OPPONENTS
THROUGH ATTORNEYS
WHO ARE ALSO CPAs

INTRA-COMPANY DISPUTES



AREA DESCRIPTION

The Tucker Firm represents companies and their owners in disputes relating to the management, governance, and ownership of the company. The claims in these disputes allege that unlawful actions were taken by people who are involved with a corporation, partnership, limited liability company, or other company type.

For example, a claim may allege that the company or its owners breached the terms of a shareholders' agreement, corporate bylaws, a limited liability company operating agreement, or a partnership agreement. The lawsuit also may involve an alleged violation of state laws that govern the company. In addition, the claims may be that a director, officer, partner, manager, or employee of the company breached fiduciary duties to the company or breached agreements not to compete with the company.



QUICK RESOLUTIONS THAT MINIMIZE EXPENSE

PROVEN RESULTS

The Tucker Firm represented the founder of an international technology company who had his ownership interest substantially reduced in a complex corporate reorganization secretly undertaken by the company's directors. Employing our targeted approach to litigation, we filed a detailed Complaint in court that plainly demonstrated the strength of the founder's claims. This alone caused the defendants to settle the case on advantageous terms.

The Tucker Firm also represented a senior executive who was prohibited from selling stock received under a company's employee stock option plan. We filed a Complaint in court against the company showing that

the company would lose the case because it had admitted in its SEC filings that the executive had the right to sell her stock. The company was represented in the litigation by a major Chicago law firm with 150 lawyers. Before retaining The Tucker Firm, our client had retained other attorneys to attempt to settle the case, but they failed. The Tucker Firm's aggressive, precise approach to the litigation caused the company to pay the executive to settle the case immediately after we filed the Complaint. The final settlement amount was more than twice the amount of the executive's original settlement demand.

TENACIOUS PURSUIT OF
PRAGMATIC SOLUTIONS

REAL ESTATE

AREA DESCRIPTION

The Tucker Firm represents clients in lawsuits relating to residential and commercial real estate and real estate brokers and agents in defending professional liability claims. These lawsuits may involve a breach of a purchase contract or a lease, the failure to disclose adverse property conditions, a default on a collateralized loan, a violation of the landlord and tenant laws, negligence in the maintenance of a property, and the failure to observe professional standards governing brokers and agents.

PROVEN RESULTS

The Tucker Firm represented a New York real estate development company in a case in which a Fortune 500 financial institution claimed that the development company breached a municipal trust arrangement relating to a shopping mall in Pennsylvania. The financial institution argued that the development company was required to pay



rent on space in the mall previously occupied by a national retailer that had vacated the space after going bankrupt. The financial institution also claimed that the development company had to reimburse the financial institution for almost one hundred thousand dollars in attorneys' fees that it had paid to retain a major, 250-attorney law firm.

The Tucker Firm caused the case to be mediated by a federal judge. During the mediation, we proved that the

financial institution had no legal right to receive the rent and that the amount of the attorneys' fees that the financial institution had paid its attorneys was unreasonable. As a result, the financial institution abandoned its claims. This result saves the real estate company over twenty thousand dollars each month in rent and avoided payment of one hundred thousand dollars in claimed attorneys' fees.

EMPLOYMENT



AREA DESCRIPTION

The Tucker Firm represents employers and executives in cases relating to their employer-employee relationships. These cases may involve a breach of an employment or severance agreement, violations of the Employee Retirement Insurance Security Act (ERISA), wrongful discharge, employment discrimination, sexual harassment, or other improper conduct in the workplace. The Firm also

represents employers in government proceedings where it is alleged that the employer failed to pay employment taxes, an employee is entitled to unemployment benefits, or the employer violated other federal or state employment laws.

TRUSTED BY FORTUNE 500 CEOs



PROVEN RESULTS

The Tucker Firm represented the former CEO of an international automotive parts manufacturer to prohibit the manufacturer from reducing the CEO's severance pay for the fees he received for serving on the boards of directors of other major companies. Employing our targeted approach to litigation, we filed a Complaint in court proving the merits of the CEO's claims. We then immediately filed a motion for summary judgment to seek a judgment in the CEO's favor without further proceedings. The opposition was unsuccessful at countering the motion.

In another matter, The Tucker Firm represented a construction company against claims filed by an employee with the Illinois Department of Labor alleging that the company failed to pay the employee wages. The Firm also represented the construction company against claims by the Illinois Department of Employment Security that the construction company failed to pay unemployment insurance tax on certain types of personnel. The Firm successfully resolved both claims on very favorable terms.



BUSINESS TRANSACTION PRACTICES

THE TUCKER FIRM | CORPORATE LEGAL COUNSEL

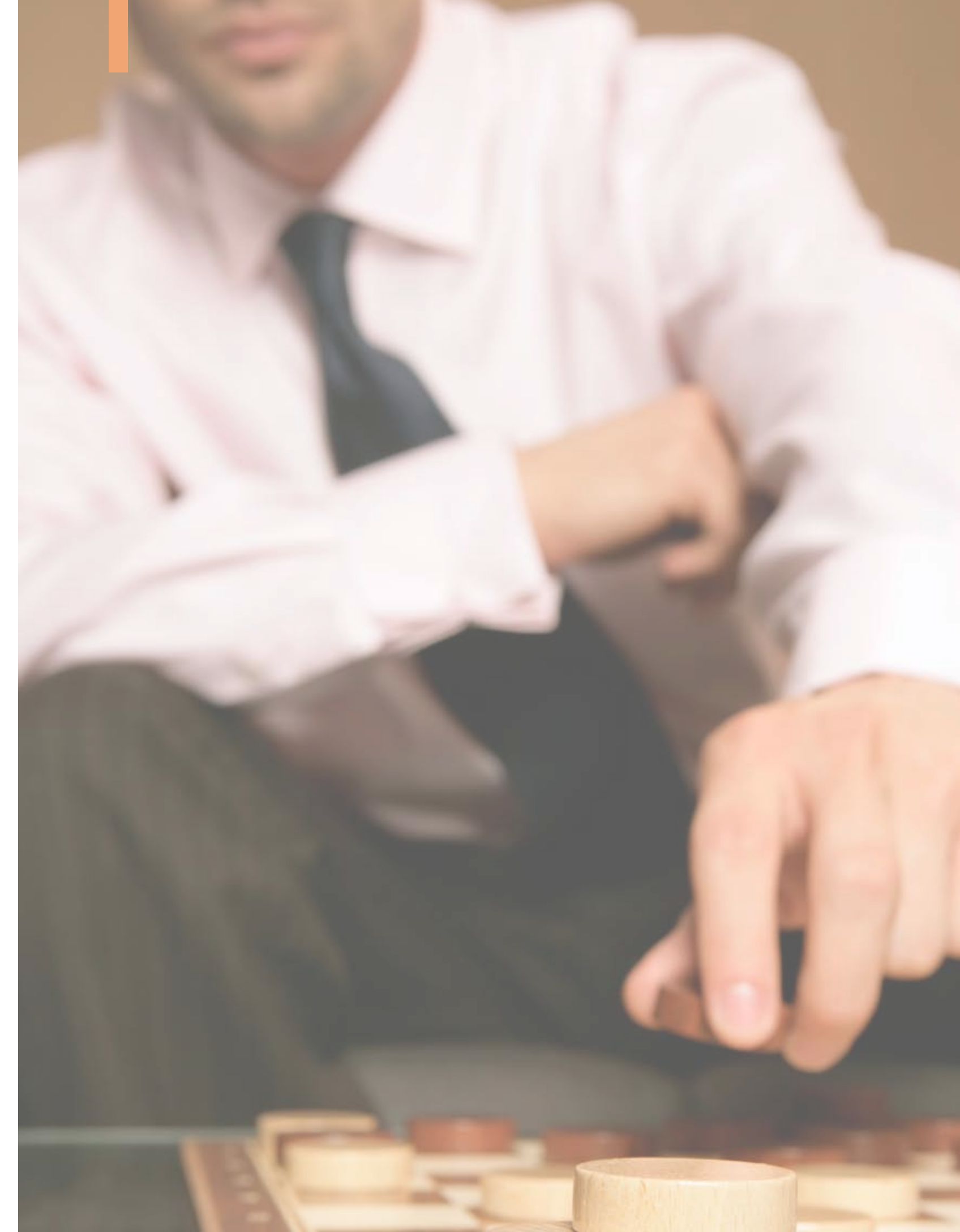
COMPANY FORMATION

BUSINESS PRACTICES

CONTRACTS

REAL ESTATE

LANDLORD AND TENANT



COMPANY FORMATION

AREA DESCRIPTION



The Tucker Firm counsels new and existing businesses in structuring their company and operations. Depending on legal and taxes implications, our attorneys may form a new company as a corporation, partnership, or limited liability company. Our attorneys also draft the legal documents that establish the rules for the management, governance, and ownership of a company. In addition, we ensure that our clients are in compliance with the federal and state securities laws in issuing the company's shares to its shareholders.



PROVIDING SOLID FOUNDATIONS FOR GROWTH

PROVEN RESULTS

The Tucker Firm represented an international technology company in structuring its operations to offer its services in the United States and to raise capital from United States investors to fund its operations. Our attorneys formed two limited liability companies for our client and structured them in such a way so as to avoid the need to register the company's securities with the SEC. We also minimized the company's taxes by making tax elections that circumvented double taxation and prevented the company's income from being taxed by the foreign country where the parent company was located.

BUSINESS PRACTICES



AREA DESCRIPTION

LEGAL COUNSEL TO EXECUTE
THE VISION OF A
SILICON VALLEY
TECHNOLOGY PIONEER

The Tucker Firm assists companies in complying with the numerous federal, state, and local laws that govern their business policies and practices. For example, our attorneys counsel companies on laws regulating sales practices, anticompetitive conduct, unfair methods of competition, advertising, employment, securities issuances, intellectual property, and professional licensing and ethics. We draft policies and procedures manuals for companies to use internally and legal documents for companies to use with third parties to reduce the company's exposure to legal claims.



PROVEN RESULTS

The Tucker Firm is legal counsel to the computer software company that continues the work of Jef Raskin, who was a Silicon Valley pioneer as the 31st employee of Apple and who conceived the Macintosh personal computer.

Our attorneys first structured the company and drafted the necessary documents for the company to raise capital from investors in accordance with the federal and state securities laws. Our attorneys then counseled the company on the legal aspects of the company's operations

and drafted legal documents to govern them. We drafted the company's employment agreements and the licenses to enable the company to lawfully use technology owned by third parties. We counseled the company on the legal issues arising from the company's sale of its software over the Internet and drafted the licenses offered by the company over the Internet to the users of its software.

CONTRACTS

AREA DESCRIPTION

The Tucker Firm structures business transactions for its clients and drafts contracts to execute them. The transactions may involve the purchase, sale, or distribution of goods, rendering services, the employment or severance of an employee, the purchase and sale of a business, the purchase, sale, or leasing of real estate, or other subject matters.

INDUSTRY EXPERTS SELECT THE

FIRM FOR CONTRACTS



PROVEN RESULTS

The Tucker Firm represented a construction company, a roofing company, and a medical engineering company in drafting standard contracts to be used with their customers. Our attorneys included provisions in these contracts to protect the companies against the types of disputes that typically arise in their industries and to limit the amount of the companies' liability if a dispute did arise. Our attorneys also included provisions that caused the companies to be in compliance with the laws regulating their business practices. As a result of these standard contracts, the companies' exposure to lawsuits is substantially reduced.

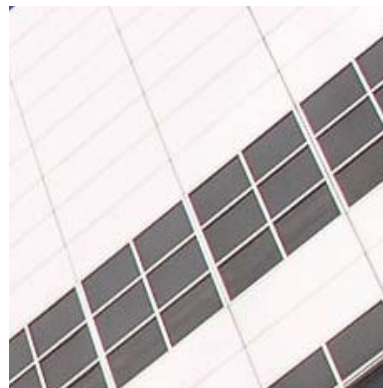
The Tucker Firm also represented an accounting firm in the sale of the firm to another company. Our attorneys structured the transaction to minimize taxes, to avoid violations of the laws restricting the disclosure of confidential client information, and to ensure that clients were not lost as a result of the transfer. As a result of our services, our client was able to conclude the sale quickly and profitably.

REAL ESTATE

AREA DESCRIPTION

The Tucker Firm represents real estate investors in executing transactions involving their properties and in structuring their real estate holdings. The Firm represents investors with respect to real estate of various types, such as single-family homes, condominiums, cooperatives, multi-unit buildings,

mixed-use buildings, retail properties, industrial properties, and vacant land. Our attorneys represent real estate owners in purchase and sale transactions, leasing, 1031 exchanges, condominium conversions, and construction projects. Our attorneys establish limited liability companies and series limited liability companies for real estate investors to hold title to their properties in order to protect their personal assets from risk.





PROVEN RESULTS

The Tucker Firm has represented many real estate investors who own multiple rental properties to establish series limited liability companies and to close their real estate purchase transactions in the name of the company. By this method, our attorneys substantially reduce the risk incurred by real estate investors. This structure prevents each property of the investor from being subjected to legal claims that arise from the investor's other properties and prevents the investor's personal assets from being reached to satisfy legal claims arising from the investor's real estate holdings.

REAL ESTATE INVESTORS RELY ON
THE FIRM TO MINIMIZE THEIR RISK

LANDLORD & TENANT

AREA DESCRIPTION

The Tucker Firm represents landlords and companies in the leasing of residential and commercial space. The Firm negotiates and drafts residential leases for landlords and commercial leases for landlords and tenants. Our attorneys also counsel residential landlords to enable them to comply with the stringent landlord-tenant ordinances that govern property rentals and that impose substantial penalties on landlords for their noncompliance.



PROTECTION
FROM COSTLY
TENANT CLAIMS

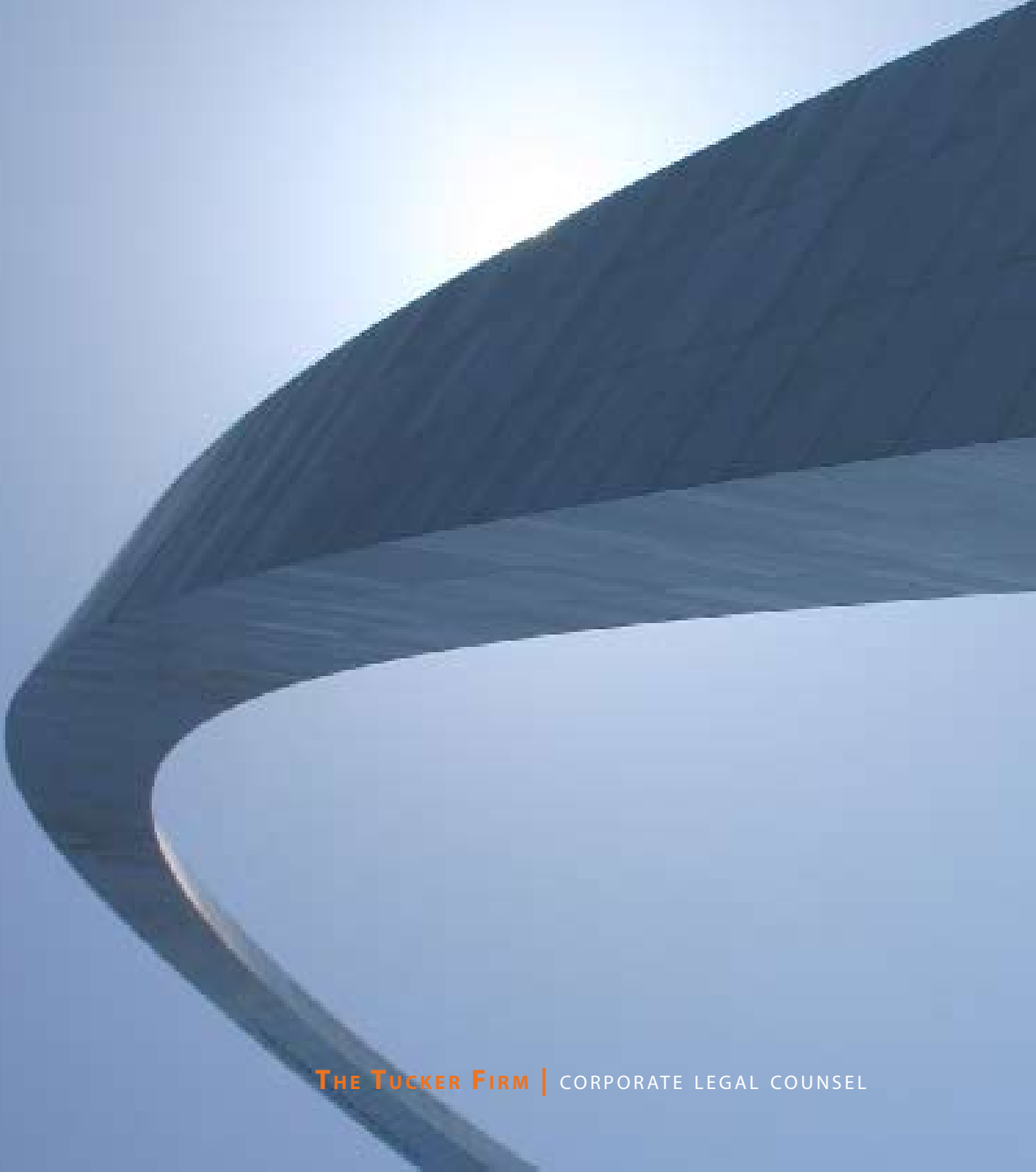
PROVEN RESULTS

The Tucker Firm negotiated and drafted the long-term lease entered into by one of Chicago's finest four-star restaurants. To protect the landlord, our attorneys ensured that the lease contained detailed provisions governing the restaurant's conversion of the space and protected the landlord from liability arising from the restaurant's risky operations. Our attorneys also established a limited liability company to hold title to the property to provide additional protection for the landlord's personal assets.



ACKNOWLEDGED **AUTHORITY**

THE TUCKER FIRM IS RECOGNIZED CONSISTENTLY
BY VENERABLE PROFESSIONAL ORGANIZATIONS
AS AN AUTHORITY IN BUSINESS LEGAL MATTERS.



PUBLICATIONS & APPEARANCES



THE TUCKER FIRM WROTE THE THOMSON WEST BOOK ON ILLINOIS BUSINESS LAW

The Tucker Firm authors *Illinois Business Law Code Annotated*, which is published annually by Thomson West, the largest publisher of legal materials. This book contains a comprehensive discussion of the legal issues encountered by corporations, partnerships, and limited liability companies in Illinois. The Firm also has authored numerous other publications on legal topics published by the National Business Institute, Inc., Lorman Business Center, Inc., and other companies.

The Tucker Firm's attorneys have appeared as legal experts on WGN-TV Chicago and FOX News. The Firm's attorneys also have been instructors on legal and tax matters for prestigious professional organizations, Fortune 500 companies, and leading accounting firms. Our attorneys instructed accountants on reducing their exposure to legal claims at the American Institute of Certified Public Accountants (AICPA) National Tax Education Program, and our attorneys frequently instruct accountants on various topics for the Illinois CPA Society. Our attorneys instructed accountants on series limited liability companies at the Illinois CPA Society Business and Technology Solutions Show, which is one of the largest accounting conventions held in the United States. Fortune 500 companies have selected the Firm to train their personnel on responding to subpoenas, and several large accounting firms have invited the Firm to instruct their accountants on various legal and tax matters.



SELECTED PUBLICATIONS

- THOMSON WEST LEGAL GUIDE TO BUSINESS ORGANIZATIONS
- SELECTING THE BEST ENTITY OPTION
- LIMITED LIABILITY COMPANIES
A comprehensive guide to LLC formation and operation
- SERIES LLCs HAVE ARRIVED
- SERIES LLCs
The entity of choice for real estate investors
- REAL PROTECTION FOR REAL ESTATE
- BULLETPROOF YOUR FIRM
An accountant's guide to litigation prevention
- WHEN A SUBPOENA ARRIVES
A company guide

SELECTED APPEARANCES

- FOX NEWS
- WGN-TV CHICAGO
- AMERICAN BAR ASSOCIATION
- ILLINOIS INSTITUTE FOR CONTINUING LEGAL EDUCATION (IICLE)
- AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS (AICPA)
- ILLINOIS CPA SOCIETY
- NATIONAL BUSINESS INSTITUTE, INC.
- LORMAN BUSINESS CENTER, INC.
- FORTUNE 500 COMPANIES
- LEADING ACCOUNTING FIRMS





SUSTAINED EXCELLENCE

The Tucker Firm's clients are represented by attorneys whose credentials demonstrate a sustained record of excellence. Our attorneys all have college degrees or professional licenses in business and include individuals who are CPAs. Because our attorneys understand the underlying subject matter of business cases, our clients prevail in litigation.



FOUNDER PROFILE

DEBRA J. TUCKER J.D., CPA

DEBRA J. TUCKER IS AN ATTORNEY AND CPA who concentrates on representing companies in business transactions and litigation. She has represented many Fortune 500 companies in complex matters, including Office Depot, Exxon Mobile, Martin Marietta, Illinois Tool Works, Kraft, Motorola, General Motors Acceptance Corporation, Skidmore Owings and Merrill, and Ameritech. She also has represented many large accounting firms, including PriceWaterhouseCoopers, Arthur Andersen, and Crowe Chizek.

Debra also frequently speaks and writes for organizations on legal topics. She is a consistent instructor for the American Bar Association, American Institute of Certified Public Accountants (AICPA), Illinois CPA Society, National Business Institute, Fortune 500 companies, and leading accounting firms. Along with other attorneys at the Firm, she is an author of the book, Illinois Business Law Annotated, published by Thomson West annually. Debra



J.D., UNIVERSITY OF CHICAGO
WITH HONORS

**B.S. IN ACCOUNTANCY,
UNIVERSITY OF ILLINOIS**
SUMMA CUM LAUDE

CERTIFIED PUBLIC ACCOUNTANT
NATIONAL ELIJAH WATT SELLS AWARD

has appeared as a legal expert on WGN-TV Chicago and FOX News. She also has written several published books on limited liability companies and has contributed writings to West's Federal Income Taxation textbook.

Debra received her Juris Doctor with honors from The Law School of the University of Chicago. She is admitted to practice in the United States Court of Appeals for the 7th Circuit, United States District Court for the Northern District of Illinois, Illinois State Courts, and several other courts around the country. She is an arbitrator for the NASD and Illinois Circuit Court, and she is a member of the American Bar Association. She formerly practiced law with the international law firm of Kirkland & Ellis in Chicago.

Prior to practicing law, Debra received a Bachelor of Science in Accountancy from the University of Illinois at Urbana-Champaign, where she was a Robert W. Rogers and James Scholar. She obtained a perfect GPA of 5.0/5.0 and

graduated Bronze Tablet, Summa Cum Laude, and Phi Beta Kappa. On the CPA examination, Debra was awarded the Bronze Medal for achieving the third-highest score in Illinois and the National Elijah Watt Sells Award for obtaining one of the 108 highest scores of the 68,050 candidates who took the examination nationally. Debra subsequently practiced as a CPA with PriceWaterhouse in New York City, and she provided services to the American Institute of Certified Public Accountants' Special Committee on Financial Reporting. Debra is a member of the Illinois CPA Society and American Institute of Certified Public Accountants.



EARNED TRUST

INDUSTRY LEADERS CONSISTENTLY RETAIN THE TUCKER FIRM TO HANDLE THEIR CASES. BY DELIVERING SIGNIFICANT VICTORIES QUICKLY AND EFFICIENTLY, THE FIRM HAS EARNED THEIR TRUST AND LOYALTY.



**FORMER CEO
BAXTER INTERNATIONAL INC.**

MR. VERNON LOUCKS

Mr. Loucks served as President and Chief Executive Officer of Baxter International Inc. for nearly twenty years. Baxter is a Fortune 500 global healthcare company with nearly \$10 billion in sales and 47,000 employees. The Tucker Firm represented a company owned by Mr. Loucks' son as a defendant and Mr. Vernon Loucks as a significant third party in commercial litigation.

**FORMER GENERAL COUNSEL
BAXTER INTERNATIONAL INC.**

MR. G. MARSHALL ABBEY

Mr. Abbey served as the General Counsel of Baxter International Inc. for over thirty years. Mr. Abbey currently has a private law practice focused on commercial transactions. Mr. Abbey recommended The Tucker Firm to represent clients of his in litigation in which the opposing party was represented by Kirkland & Ellis, and Mr. Abbey had direct knowledge of The Tucker Firm's activities throughout the litigation.

**SENIOR LITIGATION COUNSEL
OFFICE DEPOT, INC.**

MR. TOMAS J. FERNANDEZ

Mr. Fernandez is Senior Litigation Counsel for Office Depot, Inc. Office Depot is an international office supply retailer with approximately \$14 billion in annual sales and 47,000 employees. Mr. Fernandez is currently responsible for overseeing all regulatory and consumer matters and all lawsuits against Office Depot for which Office Depot is insured. Mr. Fernandez retained The Tucker Firm to represent Office Depot, and the Firm reported directly to him.



**SENIOR COUNSEL,
COMMERCIAL LITIGATION
SEARS HOLDINGS CORPORATION**

Ms. ANASTASIA KATINAS

Ms. Katinas is Senior Counsel with respect to commercial litigation for Sears Holdings Corporation. She is responsible for overseeing intellectual property and employment litigation for Sears Holding Corporation and its subsidiaries, Sears, Roebuck and Co. and Kmart. Ms. Katinas has direct knowledge of The Tucker Firm's representation of Sears in commercial litigation matters.

**PRESIDENT
HUMANIZED, INC.**

Mr. AZA RASKIN

Mr. Aza Raskin is the President and an owner of Humanized, Inc. Mr. Raskin is the son of the late Jef Raskin, who was a Silicon Valley pioneer as the thirty-first employee of Apple and the creator of the Macintosh project. Mr. Raskin's company develops cutting-edge computer interfaces based on technology that Mr. Jef Raskin conceived. Mr. Raskin retained The Tucker Firm as its counsel to structure his company and for its ongoing legal needs.

