

Hopkins & Carley, A Law Corporation

Executive Communications and New Business Pursuit

The objective of law firm marketing, communications, and business development is to put attorneys in front of decision makers, people who have the authority to purchase legal services.

However, many attorneys are nowhere near as confident and comfortable selling their services as they are delivering them. They never thought that they would find their practices dependent on their selling and lead-conversion skills. The San Francisco Bay Area is a richly diverse region and the most competitive in the country; therefore, sales and lead-conversion skills are no longer nice-to-have skills; they are must-have skills.

We employed seven thought-leadership strategies to increase the labor and employment practice area's revenue and market reach, including:

- Business development coaching
- Client education
- Client visits
- Referrals
- Relationship intelligence
- Cross-selling
- On-page SEO content marketing

The pages that follow illustrate the public face of the thought-leadership program.



Firm
Profile

- Corporate
- Employment
- Family Wealth
- Litigation
- Real Estate

Hopkins & Carley is located in the Letitia Building, a San Jose Designated Historic Landmark. This elegant building features Romanesque architecture, handcrafted finishes and a two-story sky lit atrium.

San Jose • Palo Alto • Burbank 408.286.9800 hopkinscarley.com



Firm Profile

HOPKINS & CARLEY

HOPKINS & CARLEY

Since our inception in 1968, Hopkins & Carley has flourished by providing our clients with solid legal skills balanced by savvy business acumen and an unparalleled commitment to the highest standards of client service; as a result, we provide our clients with preventative legal strategies that help keep small problems in check.

We focus on select core areas of practice rather than endeavoring to be all things to all clients. From our three California offices, we serve the legal needs of multimillion-dollar national enterprises, middle-market companies, closely-held businesses, and high-net-worth individuals and entrepreneurs. We advise on a myriad of business issues, including high-stakes litigation; significant mergers, acquisitions, and securities offerings; a full range of intellectual property counseling and litigation; environmental, land use, and real property representation; commercial financing representation; construction advice, mediation, and litigation; and other legal counseling and business dispute resolution services. Hopkins & Carley also has one of the largest estate and philanthropic planning departments in California.

Client by client, we have built a reputation for high-quality work, a positive outlook, and the highest standards of service and ethics. Year after year, we continue to attract excellent clients,

challenging assignments, and outstanding lawyers, all of which translates to a legal team solely focused on providing the best advice possible for our clients.

OUR AREAS OF PRACTICE

Hopkins & Carley maintains five primary practice departments, each comprised of a multidisciplinary group that serves a particular segment of our client base. This structure produces fast, reliable advice from a team of attorneys who specialize in a particular area. Our five departments are Corporate, Tax & Business Transactions; Employment Law; Family Wealth & Tax Planning; Litigation; and Real Estate.

Corporate, Tax & Business Transactions

Hopkins & Carley's Corporate, Tax & Business Transactions Department consists of attorneys and paralegals with expertise in assisting clients with the formation of corporations, limited liability companies, partnerships, joint ventures, and other types of enterprises. Our attorneys provide advice to clients regarding the structuring, negotiation, and drafting of business transactions, including mergers, acquisitions, sale of businesses, reorganizations, liquidations and dissolutions. The practice provides services related to startup enterprises, stock options, operational issues, contracts, including employment and compensation arrangements, shareholder buy-sell agreements, dispute



resolution, state and federal securities compliance, licensing, distribution agreements, trademark and copyright registration, and other intellectual property matters.

Our Corporate, Tax & Business Transactions Department services clients of all sizes in many industries throughout the United States and many parts of the world. We represent publicly traded corporations, private business owners, entrepreneurs, and growth companies from formation throughout their development and evolution.

Employment Law

Hopkins & Carley's Employment Law Department offers a full range of assistance to employers in all aspects of employment. Our attorneys advise employers in day-to-day matters of personnel administration, including hiring, wage and hour compliance, handbooks, training, discipline, termination, intellectual property preserva-

tion, and other aspects of personnel administration.

Hopkins & Carley's employment lawyers are also experienced litigators qualified to handle virtually all kinds of employment litigation, including Labor Commission disputes, EEOC/DFEH complaints, harassment and discrimination cases, civil service hearings, public entity processes, union and nonunion processes, state superior court and federal court disputes, and various forms of arbitration and mediation.

Our employment lawyers frequently work in conjunction with our other practice groups to assist in transactions and ensure that clients realize business goals and minimize exposure to liabilities concerning their employment practices.

Family Wealth & Tax Planning

The Family Wealth & Tax Planning Department provides comprehensive tax and estate planning services to closely-

held businesses, institutions, and individuals. Generally, the department seeks to minimize tax risks while balancing tax objectives with other business and non-tax goals. The Family Wealth & Tax Planning Department deals with areas particularly relevant to family businesses such as the design and creation of family control entities to facilitate long-term management and transfer of interests to younger generations; sophisticated techniques for multigenerational estate planning and wealth transfer; executive compensation arrangements; tax-favored retirement plans; and employee stock ownership plans.

Litigation

For over 30 years, Hopkins & Carley has provided litigation and dispute resolution services to the Silicon Valley and beyond. We have extensive experience litigating contract and business disputes, trade secrets, trademarks, patent infringement, employment, creditors' rights, real estate, construction, environmental, and trust and estate matters in state and federal courts.

At Hopkins & Carley, integrity, honesty, and client satisfaction are core philosophies. Our primary concern is achieving our client's goals with the highest level of responsiveness and efficiency. In doing so, our litigation clients have direct access to the most senior member of the litigation team. In addition, with state and federal courthouses located only a few blocks from our offices and with our volunteer involvement as arbitrators and settlement judges, Hopkins & Carley litigators have an unsurpassed reputation in the San Jose courts and legal commu-

nity. The clients whom we represent range from large entities (both privately-held and publicly-traded corporations) to small businesses to individuals. What is common to all of them is that they have substantial legal issues requiring immediate attention; want and appreciate top-quality representation by attorneys whose priority is their client's satisfaction; and want the advantage of the experience, reputation, and location of Hopkins & Carley and our attorneys.

Real Estate

The members of the Hopkins & Carley Real Estate Department are well-versed in all aspects of real estate law, including purchase and sale, leasing, financing, land use, loan documentation, and construction documents. Whether serving financial institutions, developers, property owners, or tenants, we perform quickly and effectively. Our team members are experienced in commercial, retail, industrial, and residential projects.

OUR COMMITMENT TO THE COMMUNITY

At Hopkins & Carley, the commitment to community is a firmwide effort. Our philanthropic and public service efforts have supported organizations from large regional nonprofits to small community organizations. This includes serving as members of governing boards for youth sports and arts organizations, as well as social service and community organizations. Additionally, many of our lawyers and staff provide community service through an array of teaching, mentoring, and other non-legal programs.



HOPKINS
&
CARLEY

A LAW CORPORATION

Corporate, Tax, and Business Transactions Law

Corporate

Employment

Family Wealth

Litigation

Real Estate





Corporate, Tax, and Business Transactions Law

HOPKINS & CARLEY

Law That Works for Business

With a broad range of experience and a diverse mix of clients, Hopkins & Carley corporate, tax and transactional attorneys provide sophisticated legal representation to business clients, rendering service at high levels of expertise while maintaining a focus on efficiency and effectiveness. We capitalize on our years of experience and our developed network of contacts and referral sources in the business community to promote the growth and development of our clients' businesses.

Meeting the Needs of Middle-Market and Entrepreneurial Businesses

Hopkins & Carley's Corporate, Tax & Business Transactions Department is specifically structured to meet the unique needs of mid-tier and entrepreneurial businesses. Middle-market businesses face the same complex, high-value—and sometimes high-risk—problems faced by large global companies, which need the same sophisticated legal strategies and execution to solve, but with the added challenge of greater resource limitations. Issues in this sector are frequently driven by the individual goals and problems of their principals, whose interests must be considered in any business strategy. Our attorneys provide pragmatic, full-service representation on issues these businesses face through all phases of the business cycle, including:

- Forming and structuring business entities
- Debt and equity financing
- Incentive compensation and stock options
- Securities law, SEC, and regulatory compliance and corporate governance
- Patent, trademark, copyright, and other intellectual property matters
- Preparation and negotiation of business contracts, such as employment agreements, licensing and franchise agreements, distributorship and supply

- contracts, confidentiality agreements, non-compete agreements, brokerage agreements, and service contracts
- Mergers and acquisitions
- Joint ventures and strategic partnering
- Purchase, sale, lease, and management of real estate
- Labor and employment law matters
- Tax planning, estate planning, and wealth management for executive management and business owners
- Succession and exit planning

Using Our Expertise and Experience to Your Advantage

Hopkins & Carley is the largest independent business law firm based in Silicon Valley. Our clients include publicly listed and privately held companies, family-owned business, and entrepreneurs and investors. Our middle-market clients represent a broad spectrum of industries, ranging from high technology to agriculture. We also represent and advise business owners, directors, and managers in corporate governance and fiduciary issues.

Our lawyers are seasoned business counsel and are often engaged as corporate counsel to companies because of their broad legal expertise in business organizations, operations, finance, and governance. We assist businesses throughout the business lifecycle, beginning with advice on business plans, finding investors, formation, operation, growth strategies, and exit strategies including IPOs and business combinations with established companies.

Our network of contacts with investment bankers, financial institutions, accountants, appraisers, brokers, and other business services and consultants is extensive and useful in facilitating business combinations, securities transactions, and other business needs.

Client-Focused Service

Our corporate attorneys view themselves, first and foremost, as partners with their business clients and, like any responsible partner, we approach every matter with a thorough understanding of our client's goals and strategies. Our attorneys strive to establish close and lasting relationships that return value to our clients based on our knowledge of their businesses.

Value and Effectiveness

Hopkins & Carley's Corporate, Tax, & Business Transactions Department brings a practical business emphasis to resolving the issues that our clients face. Our lawyers are committed to the excellence that comes from wisdom, and we believe that wisdom is the product of experience and training, not the result of grinding out hours.

We strive to give clients the realistic, objective advice and counsel that they need and deserve. We encourage our clients to pick up the telephone and call us at any time, whether they are looking for a quick answer to an everyday problem or they need a comprehensive strategy to resolve a major transaction or dispute. Either way, our clients get tenacious dedication and attention that matches their own.

We have an insider's perspective on the Silicon Valley business and legal communities developed through our years of service in the legal profession, the courts systems, the business community, government agencies, and to our neighbors and friends. We understand the importance of providing real value in solutions that meet your needs—and do not just think in terms of billable hours. We will work with you to find the best way to budget and control your legal costs to obtain critical legal advice and representation when it counts.



Leave Laws in California: Navigating the Alphabet Soup

Daniel F. Pyne III, Shareholder
Ernest M. Malaspina, Shareholder
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The Big Four

- Family Medical Leave Act (FMLA)
- California Family Rights Act (CFRA)
- Pregnancy Disability Leave (PDL)
- Disability Leave Provided as a Reasonable Accommodation (ADA, FEHA)





The Less Utilized

- Military Leave
- Military Spouse Leave
- Jury Duty Leave
- Witness Testimony Leave
- Time Off to Vote
- Domestic Violence Leave
- Leave for Crime Victims
- Time Off for School Activities
- Alcohol and Drug Rehabilitation Leave
- Emergency Personnel Leave



Wage Replacement Statutes

- State Disability Insurance
- Paid Family Leave






FMLA/CFRA Leave




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FMLA/CFRA: Eligibility

- Are you a covered employer?
 - At least 50 employees employed at that facility or multiple locations within 75 miles (part-time employees count!)
- Is the person an eligible employee?
 - “At least” 12 months of service (FLMA)
 - “More than” 12 months of service (CFRA)
 - 1,250 hours of work in the 12 months preceding the leave



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FMLA/CFRA: Basis for Leave

- The birth or adoption of a child or the placement of a child with the employee for foster care
- An employee's own serious health condition that makes the employee unable to perform the essential functions of his or her position
- To care for a family member (child, spouse, or parent) with a serious health condition
- To care for a relative who is a "covered servicemember"
- And coming soon: A "qualifying exigency" arising out of the fact that a covered family member is on active duty



FMLA/CFRA: Duration of Leave

- 12 work weeks during a specified 12-month period
- 26 weeks during a specified 12-month period to care for a relative who is a "covered servicemember"
- Methods by which the employer can calculate the benefit year
- Leave may be taken on an intermittent basis or reduced schedule





FMLA/CFRA: Effect on Pay

- FMLA/CFRA leave is unpaid
- Employee may elect to use accrued vacation, sick leave, or PTO banks
- Employer can require employee to use accrued vacation, sick leave, or PTO banks
- Employee may be eligible for short-term disability leave benefits, paid family leave benefits, or workers' compensation benefits



FMLA/CFRA: Effect on Benefits

- Employee remains eligible for group health plans to the same extent and under the same terms and conditions as if the employee had not taken leave
- Employee is entitled to accrual of seniority and participation in employee benefit plans to the same extent and under the same conditions as would apply to any other leave granted by the employer





FMLA/CFRA: Employee Notice Requirements

- Employee must provide at least 30 days' notice where the need to the leave is known in advance
- If the employee's need for the leave results from unforeseeable events, the employee must provide as much advance notice as is feasible under the circumstances



FMLA/CFRA: Employee Notice Requirements

- A statement that the leave will be counted against the employee's FMLA and/or CFRA leave entitlement
- A statement as to whether the employee is required to provide medical certification and the consequences of any failure to do so
- The employee's right to use paid leave, whether the employer requires the substitution of paid leave and any condition on the substitution of paid leave
- Whether the employee will be required to continue to make premium payments in order to continue benefits through the leave and the consequences of any failure to do so on a timely basis





FMLA/CFRA: Employee Notice Requirements

- Whether the employee will be required to present a fitness-for-duty certificate before returning to work
- Whether the employee is a “key employee” who may be denied reinstatement upon his or her return to duty
- The employee’s right to reinstatement to the same or an equivalent position upon return from leave
- The employee’s potential liability for insurance premiums paid on the employee’s behalf during the leave if the employee fails to return from the leave



FMLA/CFRA: Employee Notice Requirements

- The employer may also state whether it will require periodic reports from the employee during the leave regarding the employee’s status and intent to return to work and, if so, the frequency of such reports





FMLA/CFRA: Medical Certification

- Required for a leave due to an employee's own serious health condition or the serious health condition of an employee's family member
- What information should a medical certification include?



FMLA/CFRA: Reinstatement Rights

- An employee who makes a timely return from FMLA/CFRA leave generally must be reinstated to the same position the employee occupied prior to the leave or to an equivalent position
- Exceptions:
 - Employee's position is no longer available
 - Employee is unable to perform the essential functions of his or her prior position
 - Employee is a "key employee" and reinstatement would cause "substantial and grievous" economic injury to the company's operations



Pregnancy Disability Leave



Pregnancy Disability Leave: Eligibility

- Are you a covered employer?
 - Five or more employees
- Is the person an eligible employee?
 - No length of service requirement





Pregnancy Disability Leave: Eligibility


- Any employee disabled as a result of pregnancy, childbirth, or related conditions if the disability or related condition prevents the employee from:
 - Working
 - Performing one or more of the essential functions of the employee's job
 - Performing one or more of the essential functions of the employee's job without undue risk to the employee or to other persons, or the successful completion of her pregnancy



Pregnancy Disability Leave: Eligibility



- An employee disabled by pregnancy may also be entitled to a reasonable accommodation, such as a temporary transfer to a less strenuous position or a reduced work schedule






Pregnancy Disability Leave: Duration

- The period of the actual disability, up to a maximum of four months
- Like the FMLA/CFRA, the leave may be taken on an intermittent basis or a reduced schedule when medically required



Pregnancy Disability Leave: Effect on Pay

- Pregnancy disability leave is unpaid
- Employee may elect to use accrued vacation or PTO
- Employer may require the employee to use accrued sick leave
- Employee may also be eligible for short-term disability leave benefits





Pregnancy Disability Leave: Effect on Health Care and Other Benefits

- Employer is not required to continue health insurance coverage unless the employer provides such coverage for employees on other types of leave
- Employee is entitled to accrual of seniority and participation in employee benefit plans to the same extent and under the same conditions as would apply to any other leave granted by the employer for any reason other than FMLA/CFRA leave



Pregnancy Disability Leave: Employee Notice Requirements

- If the employee's need for the leave is foreseeable, the employee must provide at least 30 days' notice
- If the employee's need for the leave results from unforeseeable events, the employee must provide as much advance notice as is feasible under the circumstances
- The employee must consult with the employer regarding the leave and make a reasonable effort to schedule the leave at a time that will minimize disruption to the employer's business



Pregnancy Disability Leave: Medical Certification

- An employer may require medical certification from an employee requesting pregnancy disability leave if the employer requires such certification from other employees requesting non-work-related disability leaves
- What information should a medical certification include?
- What if the employee is simply requesting a temporary transfer to a less strenuous position?



Pregnancy Disability Leave: Reinstatement Rights

- Employee is guaranteed reinstatement to the same position the employee occupied prior to the leave
- If the employee's same position is unavailable, the employee has the right to be reinstated to a "comparable" position
- However, the employee has no greater right to this position than if the employee had remained working





Disability Leave Provided as a Reasonable Accommodation



Disability Leave Provided as a Reasonable Accommodation: Defined

Leave provided to reasonably accommodate an employee with a physical or mental disability within the meaning of the Americans with Disabilities Act (ADA) or the California Fair Employment and Housing Act (FEHA)





Disability Leave Provided as a Reasonable Accommodation: Duration of Leave

- Consistent with applicable law, not to extend beyond the date on which the employee can perform the essential functions of his or her job with or without a reasonable accommodation
- An employer is not required to grant an employee a leave of absence that would result in undue hardship to the employer
- Indefinite leaves of absence are generally not required
- Excessive and unpredictable absences are generally not considered a reasonable accommodation



Disability Leave Provided as a Reasonable Accommodation

- What about health care benefits?
- Does the answer change if the employer is providing such leave due to a work-related injury?




Disability Leave Provided as a Reasonable Accommodation: Reinstatement Rights

- Employee should generally be reinstated to the same position he or she occupied prior to the leave
- If the employee can no longer perform the essential functions of his or her former position with or without a reasonable accommodation, the employer should make reasonable efforts to reinstate the employee to any available position for which the employee is qualified



Disability Leave Provided as a Reasonable Accommodation: Reinstatement Rights

- An employer may terminate an employee on a leave of absence as a result of a work-related injury only where:
 - The employer reasonably believes that the employee is permanently disabled from performing his or her job
 - The employer reasonably believes that the employee will be disabled for such a long period of time that business realities require that the employee be terminated




Reasonable Accommodation

12 Weeks of FMLA Leave

Month 1	Month 2	Month 3	Reasonable Accommodation?
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12 Weeks of CFRA Leave



Military Leave





Military Leave

- Permits an employee to take time off for military service
- Available leave up to five years
- Military leave is unpaid, but an employee may elect to use vacation or PTO banks, but an employer cannot require that employees use accrued vacation or PTO
- Employee may elect to continue health coverage for a period of up to 24 months
- Employee is entitled to reinstatement into the position the employee would have attained if not for the leave



Military Leave

- Additional protections: An employee returning from a military leave may not be terminated, except for cause, for a period of one year where the employee has served for more than 180 days, or for a period of 180 days where the employee served for 30 to 180 days





Military Spouse Leave



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Military Spouse Leave


- Permits the spouse of a qualified member of the military to take unpaid leave of up to 10 days when their spouse is on leave from active deployment in a combat zone
- Applies to employers with 25 or more employees



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Jury Duty Leave




Jury Duty Leave

- Permits an employee to take time off to serve as a juror for as long as the employee is required to serve
- Jury duty is unpaid, but an employee may elect to use accrued vacation time or PTO






Witness Testimony Leave




Witness Testimony Leave

- Permits an employee to take time off to appear in court as a witness pursuant to a subpoena or court order for as long as the employee is required to appear and testify
- Employee must provide the employer with reasonable notice of the need for the leave
- Witness testimony leave is unpaid, but the employee may elect to use accrued vacation time or PTO






Time Off to Vote



Time Off to Vote

- Permits an employee to take time off to vote in the event that the employee does not have sufficient time outside of working hours to vote in a statewide election
- Two hours at the beginning or end of the employee's regular work schedule
- Time off to vote is paid
- Employees should notify the employer of their need for time off at least two working days prior to voting day





Domestic Violence or Sexual Assault Leave



Domestic Violence or Sexual Assault Leave

- Permits an employee to take time off to obtain any relief, including, but not limited to, a temporary restraining order, restraining order, or other injunctive relief or to help ensure the health, safety, or welfare of the victim or his or her child
- If the employer employs more than 25 employees, victims of domestic violence or sexual assault may also take off from work to:
 - Seek medical attention for injuries caused by domestic violence or sexual assault
 - Obtain services from a domestic violence shelter, program, or rape crisis center as a result of domestic violence or sexual assault





Domestic Violence or Sexual Assault Leave

- Obtain psychological counseling related to an experience of domestic violence or sexual assault
- Participate in safety planning and take other actions to increase safety from future domestic violence or sexual assault, including temporary or permanent relocation
- May be limited to 12 weeks in a 12-month period
- Domestic violence and sexual assault leave is unpaid, but an employee may elect to use any accrued vacation, sick leave, or PTO banks




Domestic Violence or Sexual Assault Leave

- Notice requirements
- Certification
- Confidentiality






Leave for Crime Victims



Leave for Crime Victims

- Permits an employee who is the victim of a crime, or who is an immediate family member, domestic partner, or child of a domestic partner who is the victim of a crime, to take time off to attend judicial proceedings related to the crime
- Crime victim leave is unpaid, but the employee may elect to use accrued vacation or PTO





Leave for Crime Victims

- Notice requirements
- Confidentiality



Time Off for School Activities





Time Off for School Activities

- Allows parents, guardians, or grandparents who have custody of school children from kindergarten through grade 12, or who attend licensed child daycare facilities, to take time off to attend school activities
- Applies to employers who employ more than 25 employees working at the same location
- 40 hours per year, not to exceed eight hours in any calendar month
- School activity leave is unpaid, but employees may elect or may be required to use accrued vacation or PTO banks



Time Off for School Activities

- Notice requirements
- The employer may require proof that the employee participated in the school activities
- Additional application: **All** employers are required to provide time off to employees who are the parent or guardian of a child in kindergarten through grade 12 who have been requested to appear at the school because the child has been suspended





Alcohol and Drug Rehabilitation Leave



Alcohol and Drug Rehabilitation Leave

- To reasonably accommodate an employee who voluntarily chooses to enter a drug or alcohol rehabilitation program, provided the requested accommodation does not impose an undue hardship on the employer
- Applicability: Private employers who employ 25 or more employees
- Effect on pay: Alcohol and drug rehabilitation leave is unpaid
 - Employee may elect to use accrued vacation or PTO
- Confidentiality requirements: Employer must make reasonable efforts to maintain as confidential the fact that the employee has entered a drug or alcohol rehabilitation program





Alcohol and Drug Rehabilitation Leave: Additional Issues

- Employee's drug or alcohol condition may also constitute a "serious health condition." If so, the employee may have rights under FMLA and/or CFRA
- An employer may also be required to provide a leave of absence as a reasonable accommodation to a disabled employee
 - However, an employee whose current use of drugs or alcohol renders the employee unable to perform the employee's job duties or unable to perform such duties in a manner that would not endanger the employee's own health and safety or the health and safety of others may be terminated without violating the statute



Emergency Personnel Leave





Emergency Personnel Leave

- Permits an employee to take time off to perform emergency duty as a volunteer firefighter, reserve peace officer, or emergency rescue personnel
- If the employer employs more than 50 employees, the employee may take up to 14 days off per calendar year for fire or law enforcement training
- Leave for emergency duty is unpaid, but the employee may elect to use accrued vacation or PTO



State Disability Insurance

Paid Family Leave





Questions?

Daniel F. Pyne III, Shareholder
(408) 299-1392
dpyne@hopkinscarley.com

Ernest M. Malaspina
(408) 299-1342
emalaspina@hopkinscarley.com

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AB 1825 issues?



Nothing to sneeze at.

AB 1825 compliance is mandatory.



An Ounce of Prevention.

Employment Law Training for Managers



Employment Law Training for Managers

In any organization, improper handling of personnel issues can affect productivity, morale, and the bottom line. Most of these matters are entirely avoidable, provided that managers can recognize potential problems and have the skills to handle them effectively and proactively.

HOPKINS & CARLEY offers a range of training options for organizations that prefer that ounce of prevention to a pound of cure. Our focused courses provide managers with an understanding of critical human resources and employment law issues as well as the knowledge necessary to address them successfully.

If you are interested in more information about Hopkins & Carley's HR management training curriculum, or in scheduling training, please contact Department Chair Daniel Pyne at 408.286.9800 or dpyne@hopkinscarley.com.

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Litigation • Real Estate • Employment • Estate Planning • Corporate

*Hopkins & Carley
The Letitia Building
70 S. First Street
San Jose, California
95113*

HR MANAGEMENT TRAINING PROGRAMS:

- *Hiring and Firing*
- *Preventing Discrimination and Harassment (AB 1825)*
- *Wage and Hour Law*
- *Evaluating and Disciplining Employees*
- *Workplace Investigations*
- *Leaves of Absence*
- *Protecting Your Intellectual Property*



FOR IMMEDIATE RELEASE

Contact:

Mark A. Heyl, Shareholder
Hopkins & Carley, A Law Corporation
408.286.9800
mhey1@hopkinscarley.com

TRANSACTION ADVISORY

December 9, 2008

Hopkins & Carley Represents Nationwide Exchange Services, Inc. (NES) in Its Acquisition of J.P. Morgan Property Exchange Inc. (JPEX)

Nationwide Exchange Services, Inc. (NES) recently completed its acquisition of J.P. Morgan Property Exchange Inc. (JPEX). Hopkins & Carley served as legal counsel to NES and Sandler O'Neill + Partners, L.P. served as financial advisor.

NES is a Qualified Intermediary providing a comprehensive suite of IRC Section 1031 tax-deferred exchange products and services for individual exchangers and corporations across a diverse group of industries, including transportation, equipment finance, and commercial real estate. (A Qualified Intermediary is a corporation that facilitates 1031 exchanges. Under Section 1031 of the Internal Revenue Code, a properly structured 1031 property exchange provides owners and investors with the opportunity to defer federal and state taxes on gains from the sale of their property.)

Representing NES were attorneys **Mark A. Heyl** and **Brian C. Finerty** of Hopkins & Carley, a law firm with offices in San Jose, Palo Alto, and Burbank that provides corporate legal services to private and publicly-held companies with national and international operations.

Heyl, lead counsel on the transaction, said: "We are pleased to have worked with our longtime client NES on this complex and exciting transaction. NES already has a sterling reputation in the 1031 exchange industry and this acquisition will further establish its leadership role and help stabilize the industry during these volatile times. The NES and JPEX combination raises the bar and sets a new standard for 1031 exchange products and services."

About Nationwide Exchange Services, Inc. (NES). NES provides 1031 tax-deferred property exchange products and services for individual investors and businesses in the United States. The company offers delayed and reverse exchange services. NES provides: practices and procedures that meet regulatory and business compliance requirements for the industry; customer-driven support systems for tracking important dates and deadlines in an exchange; easy access to clients for viewing the status of their exchanges through a Web-based system; and assurance of availability of funds and the yield on capital held through the 1031 procedure. The company is based in San Jose, California. NES and JPEX will operate as Nationwide Exchange Services (NES).

About Hopkins & Carley, A Law Corporation. Hopkins & Carley is the largest law firm based in San Jose. Meeting the legal needs of high-net-worth individuals, entrepreneurs, business owners, and growth and midsize companies in a variety of industries for 40 years, Hopkins & Carley, with offices in San Jose, Palo Alto, and Burbank, specializes in the areas of corporate, employment, family wealth, litigation; and real estate. For additional information, visit the firm's Web site at hopkinscarley.com.

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FOR IMMEDIATE RELEASE

Contacts:

Clarence A. Kellogg, Jr. / Mark A. Heyl

Hopkins & Carley, A Law Corporation

408.286.9800

ckellogg@hopkinscarley.com / mheyhl@hopkinscarley.com

TRANSACTION ADVISORY

August 31, 2007

**RE: San Jose Jet Center Purchased by Macquarie Infrastructure Company;
Hopkins & Carley Assists in \$130 Million Transaction**

SJJC Aviation Services, LLC, which was owned by the San Jose Jet Center, Inc. and ACM Aviation Inc., was recently acquired by Macquarie FBO Holdings LLC, a Delaware limited liability company. The transaction totaled nearly \$130 million.

Known throughout the industry as one of the most highly regarded fixed-base operations in the country, SJJC Aviation Services, LLC conducted its business operations at Mineta San Jose International Airport as ACM Aviation and San Jose Jet Center (collectively "SJJC"). Over the past decade, the company has seen impressive growth. SJJC occupied 30 acres of airport property, providing 320,000 square feet of hangar and office space.

Representing the San Jose Jet Center in the deal were attorneys **Clarence A. Kellogg, Jr.** and **Mark A. Heyl** of **Hopkins & Carley**, a law firm with offices in San Jose, Palo Alto, and Burbank that provides corporate legal services to private and publicly-held companies with national and international operations. Also assisting with the transaction were attorneys Jason Cheadle, Joan Gallo, Daniel Pyne, and Sharon Wong.

"The local aviation enthusiasts who founded the San Jose Jet Center in 1986 were well ahead of the curve and built the business from the ground up," said Kellogg. "The founders took on many risks along the way, persevered through the early lean years, and paid their dues in order to build the Jet Center into a nationally regarded leader in the aviation operations industry. The risks they took have now been rewarded, and rightly so."


"Fixed-base operations are a popular investment strategy," said Heyl. "The San Jose Jet Center has been a sought-after company for many years, with its ability to provide first-class, comprehensive services to all general aviation aircraft. We were proud to play a central role in this deal."

The deal was a joint effort with Michael Groom of Groom & Cave LLP, who represented ACM Aviation Inc. Groom, who has represented ACM Aviation over many years, has a long history working in aviation law, particularly with the purchase and sale of jet aircraft and fractional aircraft ownership. The purchasers were represented by Pillsbury Winthrop Shaw Pittman LLP's Northern Virginia office in McLean, Virginia, and DLA Piper US LLP's Baltimore, Maryland office.

About Hopkins & Carley:

Hopkins & Carley is the largest law firm based in San Jose. Meeting the legal needs of high-net-worth individuals, entrepreneurs, business owners, and growth and midsize companies in a variety of industries for nearly 40 years, Hopkins & Carley, with offices in San Jose, Palo Alto, and Burbank, specializes in the areas of litigation; real estate; employment; estate planning; and corporate, tax and business transactions. For additional information, visit the firm's Web site at HopkinsCarley.com.

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 **HOPKINS & CARLEY**
A LAW CORPORATION


*San Jose
Palo Alto
Burbank*

**Social Media Marketing:
A Three-Year Roadmap**

Proposal for Discussion

Peter P. Speliopoulos
February 4, 2008

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**Traditional Offline Marketing
vs. Social Media Marketing**

Traditional offline marketing is one way and homogeneous

Social media marketing engages diverse audiences in meaningful conversations

What Is Social Media?

- Social media is one of many Internet marketing channels, one that has the amazing power to go viral
- At the very least, social media has the awesome ability to engage audiences in meaningful conversations about our firm, our attorneys, our areas of practice, and the Hopkins & Carley brand

The Tools of Social Media

Human Interaction

Instant messaging
User reviews
Rating systems
Consumer reviews
Wikis

Social Networks

Social profiles
Bookmarking
Video sharing
Photo sharing
Music sharing
Social news sites

Websites/ Blogs

Content
Podcasts
Audio
Social media integration



Talk of social media dominates most informal marketing discussions. Soon, department chairs will begin to deploy social media in silos, with or without planning and approval. Eventually, there will come a time when efforts across the firm need to be coordinated.

Social Media Roadmap

How will social media cascade to all parts of our business? It would be unwise to plan beyond 18 months. And, instead of focusing on technologies that change rapidly, we will focus on how our relationships with our clients, employees, and community will change.



Governance



Putting Governance in Place

- While corporate policies traditionally protect the company, today's social policies must extend to protect employees and clients, too
- Ideally, the governance policy should include four elements:
 - Social media policy
 - Disclosure and ethics policy
 - Community policy
 - Privacy policy

- The policy should dictate acceptable employee behavior in social channels in order to safeguard the firm against legal risks raised when employees represent the brand in public, especially regarding the personal use of social media
- The policy should not only be protective in nature, but should also encourage employee ownership and engagement

Foundation

The Social Media Team and Workflow Processes

- We will expand on the noteworthy social engagement successes of the Employment Department
- We will need to develop triage and workflow processes for normal, day-to-day management of our social media presence
- Even during off hours, conversations must be monitored
- The social media team must be on call and ready to respond to critical social media issues, nights, weekends, and holidays

Social Media Training

- We will need to provide baseline training that empowers employees to use social media tools in the right way
- We will need to provide tailored training for firm leaders, department chairs, and social media practitioners

Listening



What Social Media Can Do for the Firm

- Engage our target audiences, thereby growing connections and networking opportunities
- Encourage online conversations that are user-generated
- Establish thought leadership
- Increase our web presence
- Expand brand awareness
- Promote events

What Social Media Can Do for the Firm (cont.)

- Engage the local business, civic, and charitable communities
- Connect with the media
- Generate publicity (both good and bad)
- Inform our client services roadmap
- Provide search engine optimization (SEO) benefits

What Are the Limitations of Social Media

- Social media does not directly convert prospects into clients
- At this time, social media has no apparent return on investment (ROI)

Understanding the People We Are Trying to Reach

- Knowing our audiences and the messages we want to deliver to them is the basis for everything we will do going forward
- It is important that we understand all of our audiences: their demographics, their psychographics, and where they go to get news and information regarding legal services

Who Are Our Target Audiences?

- Clients
- Prospective clients
- Business alliance partners
- The media
- Influencers
- Industry groups
- Lateral attorneys
- Friends of the firm
- Employees
- Potential new hires
- Alumni
- Local civic leaders
- Local charitable organizations
- Community business leaders
- Local politicians

Determining Where and What Conversations Are Happening

- Monitoring the social wavelengths will tell us how our target audiences are spending their time online and what they are talking about, giving us insights into what they feel about us and providing us with competitive intelligence regarding what others are saying about the competition, where they say it, and how they feel about competitors

Determining Where and What Conversations Are Happening

- Monitoring the social wavelengths will tell us how our target audiences are spending their time online and what they are talking about:
 - Providing insights into what they feel about the firm and our attorneys
 - Providing competitive intelligence regarding what others are saying about our competitors and where they say it

What Should We Be Monitoring?

- Here is what we will be tracking over time using well-chosen keywords:
 - Number of valid mentions
 - Source of mentions
 - Number of good mentions
 - Number of bad mentions
 - Number of neutral mentions
 - Type of mention
 - The department highlighted in the mention

What Tools Will We Employ?

- We will remain product and vendor agnostic and, instead, focus our attention not on fads but on what works for the firm and our industry
- The time has come to put ourselves out there. Initially, we will employ a workable, scalable tactical mix of social media tools:
 - LinkedIn
 - Facebook
 - Yahoo! Groups
 - YouTube

Enablement



Enabling Departments to Succeed with Social Media

- We will need to connect our departments to increase coordination and reduce duplication
- We will need to take an inventory of the social assets across the entire enterprise
- We will facilitate opportunities for departments to share best practices and provide feedback
- We will form a social media center of excellence that provides long-term guidance

Providing Support and Facilitating Flexibility

- We will grow in the early days by letting departments prosper, giving departments the ongoing support and allowing for the flexibility they need to reach their goals
 - This means entrusting each department to deploy its own social media systems, within outlined parameters
 - This means providing departments with consolidated resources and teaching them to share and learn from one other

Enrichment

Extending the Value of Our Social Media Investment

- Armed with real-time data from employees, clients, prospects, and business partners, we will now have the potential for real-time decision-making across our entire legal services ecosystem
- To move forward with our social initiative, we must aggregate measurement data across the whole firm so that lessons are learned and included in future deployments

Using Social Feedback to Address Root Problems

- Customers are talking about the firm and our services in social channels, perhaps favorably, perhaps unfavorably
- Our forward-looking social media plan will define a process to intake client insights: that is, collecting and developing insights from sentiment and feedback in social channels and referring this information to the appropriate departments to act upon



Extending the Value of the Investment in Social Media

- Upgrading the website to include SEO and an e-mail capture system
- Incorporating blogging and video into the website
- Integrating social data into existing technology systems (e.g., CRM and e-mail marketing)
- Developing a formalized social media measurement strategy to drive accountability



Discussion