

THE 2011 CEO GUIDE TO LEADING LAW FIRMS



A unique opportunity to reach new clients.

Introducing: *The CEO Guide to Leading Law Firms*, a special section in the September issue of *Chief Executive* magazine.

BENEFITS:

- Effective: Reach 147,000 CEOs who hire law firms like yours.
- Professional: Profile your firm and highlight your areas of expertise without mass media.
- Efficient: A fraction of the cost of other outlets.
- Easy: We will craft your professional profile for you.

Readers of *Chief Executive* Rank #1 in the Purchase of Legal Services

Personally Involved in Making/Approving Purchase of Legal Services

Rank		% Comp	Index
1	Chief Executive magazine	41.5	132
2	CFO	34.8	111
3	Forbes	34.6	110
4	Economist	34.6	110
5	Wall Street Journal	32.9	105
6	Harvard Business Review	32.5	104
7	Financial Times	31.7	101
8	BusinessWeek	31.2	99
9	Fortune	30.8	98

Source: Erdos & Morgan, 2008-09 Purchase Influence in American Business

Involved in Purchasing/Approving or Authorizing Legal Services over \$100,000+

Rank		% Comp	Index
1	Chief Executive magazine	15.0	284
2	Financial Times	8.8	166
3	Harvard Business Review	7.2	136
4	Forbes	7.1	135
5	Economist	7.1	134
6	Fortune	6.8	129
7	BusinessWeek	6.2	118
8	Wall Street Journal	6.1	115
9	CFO	5.2	99

Source: Erdos & Morgan, 2008-09 Purchase Influence in American Business

Option A

- Two-page spread firm profile
- Includes firm background info, contact data, firm specialties
- Includes Q&A feature with partner(s) highlighting the firm's thought leadership
- Includes highlighted recent engagements
- Inclusion on ChiefExecutive.net's online *CEO Guide to Leading Law Firms*
- Inclusion in Leading Law Firms Listing

THE CEO GUIDE TO LEADING LAW FIRMS - A SPECIAL SPONSORED SUPPLEMENT



Gruber Ellis

Chicago, Illinois - New York, NY - San Francisco, CA

CE: You've advised a lot of companies on M&A transactions. What are some of the common mistakes CEOs often make?

Mark Gruber, Partner, Gruber Ellis: Too often, business leaders come to agreement on the key terms of a deal, but their lawyers are more focused on showing how smart they are than helping their clients get to their desired outcomes. By focusing on the legal details exclusively, the lawyers inadvertently put the deal at risk and/or create ill will among the principals. I always remind my attorneys to keep an eye on our clients' larger goals and to balance each tradeoff. I also advise my clients that getting the deal done is the first step in an ongoing relationship. They will have to work with the other party after the deal is signed to get the desired synergies, so keep that in mind. It's our job as counsel to look at the legal details as well, but always keep the details in perspective.

CE: How would you describe your negotiating style?

MG: It varies based on the client need but in general, I do look for the win-win. Those attorneys or clients who try to win every point usually end up losing key deal points or losing the whole deal. In any deal, there needs to be some give and take. I work with my client to identify the important deal points from our point of view. Those are the ones we remain firm on. Often, the other side has different key points, so that's where healthy give and take can occur.

CE: What are some of the biggest mistakes you've seen and how do you help your clients avoid them?

MG: In a complex transaction, there are four common mistakes to avoid: (1) Getting "caught up" in the deal, (2) Poor due diligence, (3) Not pre-planning the integration, and (4) Not proactively getting key employees on board.

CE: Give us an example of getting "caught up" in the deal.

MG: Often, in an auction process, buyers compete to "win" the deal. During the auction process, the seller has the power. After the auction is over, the power shifts to the buyer. That's why when I'm advising the seller, I have potential buyers mark-up our purchase agreement as part of the auction process. If I'm advising the buyer, I'd rather wait until we've chosen to get into the details of the agreement.

CE: What are the most common due diligence mistakes?

MG: Unsophisticated buyers often focus their due diligence exclusively on the financial statements and rely solely on their accounting firms for due diligence support. I always advise my buy side clients to verify the target company's position in the market. I encourage them to speak with customers and prospects to get a sense of the quality of the company and customer satisfaction. I also encourage them to map their target against competitors on key attributes such as cost structure, wages, pricing, reputation, market share trends, etc. The biggest mistake I've seen buyers make is not considering the "cultural fit" of the two companies. This is like a marriage. Two great companies (just like people) can create a more powerful combination if the right attitudes are there, but they can also create conflict and diseconomies of scale. Don't underestimate the soft issues like cultural fit.

For a continuation of this interview, go to www.ChiefExecutive.com/GrubEllisInterview.

To speak with Mark Gruber, call him at (312) 555-5555.

Highlighted Recent Engagements:

- Represented an \$80 million specialty chemical manufacturer in its sale to a strategic acquirer.
- Helped a \$40 million marketing services company merge with a direct competitor to form a \$76 million market leader in their segment.
- Advised a family in the sale of their 3rd generation auto parts distributor to a team led by management and supported by a private equity firm.
- Helped emerging Software as a Service client secure growth capital from a strategic partner.
- Advised a \$120 million manufacturer of wire products in its sale to a private equity led roll-up player.

Sources Say: "Gruber Ellis has an enviable 'Chicago' practice that brings in all the top clients."

THE FIRM

This Chicago-based boutique has an excellent reputation for high-end M&A and corporate securities work. Clients come from all over the United States. Recently, the group has seen increased activity in strategic and distressed M&A. Its private equity clients retain the firm for restructuring their portfolio companies and follow-on debt and equity financings. The team's lending and investment management practice advises hedge funds and alternative investment vehicles on restructuring and refinancing, fund formation, regulatory and compliance work.

KEY INDIVIDUALS

The "excellent and incredibly smart" Mark Gruber has a general corporate practice but is increasingly involved in the firm's investment management work. Christopher Ellis is highly regarded for his work in private equity, which currently involves portfolio restructuring, strategic advice, PIPEs, exits and new investments. "Everyone who's ever worked with Chris comes away with a very high opinion of him and his work." Kimberly L. Caton has a private equity M&A practice and represents some corporate clients in strategic transactions. Andrew Sullivan represents private-equity sellers in M&A matters and recently finished his term as Board Chairman of MFY Legal Services.

Legal Specialties:

- General corporate law
- M&A
- Bankruptcy & Corporate Reorganization
- Debt financing
- Securities and public companies
- Tax
- Executive compensation, benefits, employment

How we're different:

- We weigh the business goals vs. the legal risks to provide pragmatic advice to our clients
- We try to keep hours and expenses down to provide good value to our clients
- Representation in 26 states
- International offices in 18 countries

Client Specialties:

- Publicly traded companies
- Privately held companies
- Private equity and venture capital firms
- Hedge funds and investment advisors
- Banks, brokers dealers and other financial institutions



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"We only win when our clients do"

Christopher Ellis
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"In the new economy, law firms need to worry about more than billable hours...we need to create real value for our clients"

Kimberly L. Caton
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"In every merger, there are winners and losers. My job is to make sure my clients focus on the key issues and get what they need"

For more information visit: www.gruberellis.com

Option B

- Single-page firm profile
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Trusted by CEOs:

"A fabulous publication... Chief Executive rocks!"
- Alan Mulally, CEO, Ford Motor Co.

"Thought-provoking ideas, great exchange of best practices."
- John F. Brock, CEO & Chairman, Coca-Cola Enterprises

"Instead of being a magazine that kowtows to CEOs and writes beautiful stories, you're out there on the issues."
- Jack Welch, former CEO, GE

"Great magazine. I look forward to reading it every month. What I like about it is its focus on real issues that are meaningful to chief executives and they involve active, working chief executives in discussions and problem solving."
- A.G. Lafley, former CEO & Chairman, Procter & Gamble

"One of the best business magazines I read."
- Richard Farmer, Founder & Chairman, Cintas

"Chief Executive magazine is right on target and of enormous value to its readers."
- Robert L. Dilenschneider, The Dilenschneider Group

"I applaud your commitment to coverage of leadership issues; there is no other publication with quite this focus."
- Steven Halverson, President & CEO, The Haskell Group; Director, CSX and PSS World Medical Inc.



Key Facts about Chief Executive magazine:

- Established in 1977
- Circulation: 42,000 (BPA Audit 2010)
- Readership: 147,000 (PIAB 2008-2009)
- 92% of subscribers are CEOs/Chairmen/Presidents/Owners

Deadline: July 20, 2011

Pricing

Option A

- Two-page spread firm profile
- Includes firm background info, contact data, firm specialties
- Includes Q&A feature with partner(s) highlighting the firm's thought leadership
- Includes highlighted recent engagements
- Inclusion on ChiefExecutive.net's online *CEO Guide to Leading Law Firms*

Investment: \$19,500 (\$47,270 value)

Option B

- Single-page firm profile
- Includes firm background info, firm specialties, contact data
- Inclusion on ChiefExecutive.net's online *CEO Guide to Leading Law Firms*

Investment: \$12,000 (\$23,635 value)

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or Contact: Cristina Vittoria (Tel: 203.930.2707 or cvittoria@chiefexecutivegroup.com)

Fax to: 203-930-2701

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