



Howard M. Groedel

PARTNER

Chair, Securities Regulatory Compliance Group

CONTACT INFORMATION

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PRACTICES / INDUSTRIES

Business

Corporate Governance
Mergers & Acquisitions
Regulatory Compliance
Sarbanes-Oxley

Financial Services

Regulatory Compliance
Securities Litigation

Litigation

Broker-Dealer & Investment Litigation
Governance Disputes & D&O Litigation
White Collar Defense

Life Science

Biomed/Biotechnology

AREAS OF CONCENTRATION

Securities Regulatory Counseling
Venture Capital Finance
SEC Enforcement
Counseling Closely-Held Businesses
Mergers & Acquisitions

EDUCATION

Miami University (B.A., *cum laude*, 1979)
Institute of European Studies, London,
England (1977-78)
George Washington University (J.D., 1982)

AT A GLANCE

Howard focuses his practice on securities law, securities regulatory and investigatory matters and corporate transactions. He counsels public and privately held companies in the issuance of debt and equity securities; mergers, acquisitions and dispositions; federal and state securities law compliance; and general corporate transactional and governance matters. He also advises private equity funds, hedge funds, commodity pools, brokerage firms and registered investment advisers with respect to formation, operation and regulatory matters.

REPRESENTATIVE EXPERIENCE

Securities

Representing a leading global business services firm in connection with its IPO and NYSE Amex stock exchange listing.

Representing an SEC-reporting Chinese electronics company in connection with its going-private transaction and delisting on domestic and foreign stock exchanges.

Representing various investor groups in connection with their investments in various NASDAQ, NYSE and NYSE Amex-listed companies, including filing all required SEC reports.

Representing a large controlling shareholder group of an NYSE-listed specialty products company in connection with its SEC filings.

Representing senior management of publicly-held companies in connection with their employment agreements, equity issuances and SEC filing responsibilities.

Representing a NYSE-listed natural resources company in connection with the adoption and implementation of system-wide corporate risk management policies and procedures.

Representing a NSYE-listed electronics and electrical equipment company in connection with a proxy fight waged by a large institutional shareholder.

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REPRESENTATIVE EXPERIENCE (Continued)

Representing a NYSE-listed precision liquid coatings dispensing company in connection with a stock buy-back program and the preparation of 10b5-1 plans.

Representing private equity funds, private real estate funds, hedge funds, venture capital funds, commodity pools and other collective investment entities in connection with formation, operation and SEC registration matters.

Representing SEC-reporting companies in connection with the preparation of 10-Ks, 10-Qs, annual reports to shareholders, proxy statements, Section 16 reports and corporate governance and shareholder relations matters.

Securities Regulatory and Investigatory Matters

Representing Chief Financial Officer of a NYSE Amex-listed aircraft components manufacturer in SEC investigation and convinced SEC Enforcement staff to drop case after Wells Call.

Representing hedge fund and its principals in connection with CFTC and SEC public pension fund pay-to-play investigations.

Representing national broker-dealer in connection with FINRA investigation regarding sales practices and supervisory issues involving branch office.

Representing regional broker-dealer in connection with SEC and concurrent state investigations and administrative proceedings involving sales practices.

Representing several investment banking firms in connection with engagements and regulatory compliance matters.

Representing a large wealth management office in connection with FINRA investigation regarding private placements.

Representing auditor of SEC-registered money market fund in connection with SEC investigation and administrative proceedings involving alleged improper audit procedures.

Representing national brokerage firm and custodian of self-directed individual retirement accounts and 401(k) plans in connection with federal and state regulatory investigations and civil administrative proceedings.

Representing investment adviser in connection with SEC investigation involving alleged defalcation of approximately \$45 million.

Representing national brokerage firm in connection with FINRA investigation involving firm's practices in connection with the marketing of CDOs collateralized by subprime residential mortgages.

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REPRESENTATIVE EXPERIENCE (Continued)

Representing general partner of several investment funds in connection with SEC and state investigations involving alleged violations of securities registration and anti-fraud statutes.

Representing national diversified financial and business services firm in connection with restructuring.

Representing several registered investment advisors with respect to formation, registration, operations, examinations and compliance matters.

Corporate Transactions

Representing private equity fund in connection with sale of powder coatings portfolio company to private equity fund.

Representing private equity fund in purchase of thermal heating and cooling facilities from large utility company.

Representing retail software development company in connection with sale to private equity company.

Representing electronic medical records company in connection with recapitalization and restructuring.

Representing inventor of sophisticated bio-medical device in connection with commercialization and capitalization matters.

Representing bio-medical investment fund in connection with disposition of one of its portfolio companies.

Representing investor in PIPE transaction involving defense contractor.

Representing family member involved in dispute with other family members regarding ownership and operation of multi-faceted real estate and waste disposal and recycling businesses.

HONORS & DISTINCTIONS

AV Rated - Martindale-Hubbell

PUBLICATIONS & PRESENTATIONS

Publications

"The Ramifications of the Sarbanes-Oxley Act for Private Companies," *The Leading Edge* (Spring 2003)

"Accountants Serving as Securities Salespersons: Some Cautionary Notes," Ulmer & Berne LLP *Business and Tax Law Letter* (Spring 2001)

"SEC Looks to Tighten Rules for Fair Disclosure," *Crain's Cleveland Business* (March 27, 2000)

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PUBLICATIONS & PRESENTATIONS (Continued)

Presentations

"The Latest from the SEC and Federal Reserve – Important Regulatory and Enforcement Actions," Hot Topics: Financial Services Update 2008 (December 2008)

"Hedge Funds," Hot Topics: Financial Services Update 2007 (November 2007)

"Responding to Federal and State Securities Regulatory Investigations," Cleveland Bar Association Securities Law Institute (February 2007)

"Investment Advisers: Navigating the Regulatory Shoals," Hot Topics: Financial Services Update 2006 (May 2006)

"Venture Capital in the 21st Century," SpeakOut Live, Cablevision Public Affairs Television Program (December 1999)

"Dealing with Federal and State Securities Regulatory Authorities," Cleveland Bar Association Business Litigation Institute (December 1999)

"Corporate Governance Developments - Fiduciary Duties in Change of Control Situations," Cleveland Bar Association Securities Law Institute (February 1999)

"Impact of the Private Securities Litigation Reform Act," Ohio Securities Conference, Ohio Department of Commerce, Division of Securities (October 1997)

"Securities Litigation After the Reform Act," Cleveland Bar Association Securities Law Institute (February 1997)

PROFESSIONAL AFFILIATIONS

American Bar Association (*Corporation, Banking and Business Law Section*)

Cleveland Metropolitan Bar Association (*Securities Law Section*)

Leadership Cleveland (*Member and Class President, Class of 2003*)

COMMUNITY INVOLVEMENT

Ingenuity of Cleveland (*Member of Executive Committee*)

Y-Haven (*Member of Board of Trustees*)

ORT America, Cleveland Chapter (*Member of Board of Trustees*)

Gross Schechter Day School (*Former Member, Board of Trustees and Vice President (2003-2006)*)

American Jewish Committee, Cleveland Chapter (*Past President*)

ADMISSIONS

State of Ohio