

CUMMINGS & LOCKWOOD LLC

Celebrating Over a Century of Service

ANNUAL UPDATE

December 2017

Stamford
Greenwich
West Hartford
Naples
Bonita Springs
Palm Beach Gardens

Jonathan B. Mills
Chairman & Managing
Director

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December 31, 2017

To Our Clients and Friends:

We are grateful that 2017 was another highly successful year for Cummings & Lockwood.

Our Partners were pleased to serve existing clients, develop new professional relationships, and work with a range of individuals, families, charitable entities and businesses.

During the past year, we continued our commitment to advancing our clients' interests, while enhancing Cummings & Lockwood's platform. Firm initiatives included investments in our technology infrastructure, web site and document drafting systems, as well as the addition of new talent to our Support Staff, Paralegal, Fiduciary Accountant and Attorney ranks in all six of Cummings & Lockwood's locations.

The Firm is fortunate to have welcomed Jason Palmisano (Counsel) and Tristan McCann (Associate) to our Naples, Florida, office. In addition, we are pleased that Associates Sarah Ricciardi (Greenwich), Jeffrey Slavin (Stamford), Cara Howe Santoro (Stamford) and Brianna Guerrera (West Hartford) joined the Firm. Finally, we are delighted that David Thal (Stamford) was promoted to our Partnership ranks, while Sally Pitlyk (Bonita Springs) advanced to our Counsel group.

We take this opportunity to share with you Cummings & Lockwood's Annual Firm Update. It highlights some of our client work over the last twelve months, the results achieved in those engagements, and various charitable initiatives we were honored to support.

Of course, these results would not have been possible without our valued clients and referral sources. We thank you for entrusting us with your most significant legal needs, as well as your ongoing support. It is a privilege to serve you.

Our best wishes for a healthy and prosperous New Year.

Sincerely,



Jonathan B. Mills
Chairman & Managing Director

2017 Annual Update

PRIVATE CLIENTS

Our Private Clients Group continued to expand upon its past successes in working with high net worth individuals, families, charitable institutions and private businesses. Some of the matters on which the Private Clients Group advised clients in 2017 included the following:

- We counseled individual clients located throughout the United States and abroad in connection with the drafting, updating or amending of their estate plans.
- We helped our clients take advantage of the increased federal gift, estate and generation-skipping tax exemptions by developing gift programs and structures tailored to their estate plans.
- We represented numerous owners of privately-held businesses in connection with various estate, succession and income tax planning strategies.
- We represented executors and trustees, and served as individual executors and trustees, on hundreds of trusts and estates matters.
- We advised numerous private family foundations and supporting philanthropic organizations ranging in size from \$500,000 to in excess of \$250,000,000.
- We were retained by leading law firms throughout the country as special counsel on a wide variety of complex estate, gift and charitable tax planning and administration engagements.
- We represented owners of large family real estate compounds in connection with the preservation, management and/or disposition of real estate for conservation purposes or for multigenerational family needs.
- We advised U.S. citizens and resident and non-resident aliens on asset protection planning and on complex international gift, estate and income tax matters.
- We assisted several estate planning clients with changing their domiciles.
- We represented numerous private clients in Connecticut, New York and Florida with respect to the purchase and sale of their residential properties.

CORPORATE, BANKING AND LENDING

Cummings & Lockwood's Corporate, Banking and Lending Group closed numerous transactions in a wide range of matters, including those for individual investors and entrepreneurs, privately-held businesses, large financial institutions and Fortune 100 companies. Among the significant transactions in 2017 were the following:

- We advised various technology companies and other start-ups in connection with their formation, capitalization and initial business operations.
- We provided general corporate advice to numerous mature businesses in connection with their ongoing operations, including various equity and debt financings on their behalf.
- We provided advice and guidance to a variety of clients in connection with substantial merger, acquisition and disposition transactions, including domestic and offshore tax-free reorganizations.
- We formed hedge funds and other pooled investment vehicles on behalf of several clients, and advised them on the regulatory landscape affecting investment funds and their advisers.
- We represented issuers and investors in several substantial private placement transactions, including various private equity, venture capital and hedge fund financing arrangements.
- We advised individual investors with respect to their beneficial ownership reporting obligations under the federal securities laws.
- We represented lenders in several bridge credit facilities, ranging from \$75,000,000 to \$1,400,000,000, among private equity funds, secured by the unfunded capital commitments of investors.
- We represented a lender in a \$2 billion term loan to an investment fund, secured by partnership interests and liquid assets.
- We represented the administrative agent and lead lender in a \$1,000,000,000 syndicated credit facility secured by a fine art collection.
- We represented lenders in credit facilities aggregating billions of dollars to hedge funds and their principals.
- We represented a major money center bank in several financings of professional sports franchises located throughout the United States, including major league teams in the National Football League, the National Hockey League, Major League Baseball and the National Basketball Association.
- We represented a local university in Connecticut in negotiations relating to the purchase of a nearby college.
- We represented a major Area Development Franchisee in the sale of a chain of nationally recognized coffee stores in the Washington, DC metropolitan area, as well as the negotiation of a new store development agreement and the acquisition of a number of existing retail sites in the Dallas, Texas metropolitan area.

REAL ESTATE

Cummings & Lockwood's Real Estate Group served as counsel on numerous transactions during 2017, representing a range of individual clients, companies and developers. Some of our 2017 engagements included the following:

- We represented a major educational institution in the acquisition of a 43-acre international hedge fund's world headquarters site, in one of the largest headquarters purchases in Connecticut.
- We represented the largest publicly-traded REIT in the New York metropolitan area in various commercial lease and purchase transactions in Connecticut.
- We represented a national real estate fund in the leasing and financing of a major, mixed-use waterfront property.
- We represented two institutional, national real estate firms owning and/or controlling over 37 million square feet of space on numerous construction, development, leasing and other commercial real estate transactions.
- We served as lead counsel to a developer/majority owner of a major ski resort on various financing and real estate-related transactions.
- We served as real estate and environmental counsel to a number of developers and Fortune 100 and 200 companies in the construction, operation, financing, purchase and sale of numerous properties, including various headquarters sites and brownfield projects in Connecticut, New York, Georgia, Utah, South Carolina and other parts of the country.
- We represented a NYSE-listed REIT in various asset and downREIT acquisitions, joint ventures, redemptions and refinancings involving projects located in New York, New Jersey and Connecticut.
- We represented numerous hedge funds, private equity firms and financial services companies in the leasing and construction of their headquarters and other facilities.
- We represented a family estate in the marketing and sale of a major commercial and retail portfolio for future redevelopment.
- We represented a significant family in the marketing and sale of one of the largest tracts of undeveloped real estate in Greenwich, Connecticut.
- We represented a privately-held real estate group in the acquisition of a 149 year ground lease of a large downtown Stamford, Connecticut parcel to be developed as rental units.
- We negotiated numerous joint venture agreements involving the acquisition and development of numerous office and industrial properties in New England and South Carolina.
- We represented a private real estate fund in the acquisition and development of a luxury hotel in Park City, Utah.
- We represented a number of hospitals and developers in Connecticut in connection with the negotiation of various types of construction agreements.

LITIGATION

Cummings & Lockwood's Litigation Group successfully handled a variety of matters in Connecticut and Florida, as well as on a national and regional basis. These engagements covered a wide spectrum of cases involving individuals, fiduciaries and businesses. Highlights of our successes in 2017 included:

- We won a judgment in a family dispute upholding the validity of amendments to various trusts after a seven day bench trial in the Connecticut Superior Court.
- We obtained a judgment in favor of deceased trustees of eight family trusts against multiple objections to accountings for each of the trusts, including recovery of attorneys' fees and expenses incurred.
- We were granted certification to the Connecticut Supreme Court on behalf of the surviving spouse of a victim of the September 11th terrorist attacks on the issue of whether a September 11th Victim Compensation Fund award is subject to Connecticut Probate Court jurisdiction.
- We obtained a high six figure arbitration award for a client in a complex breach of contract dispute.
- We successfully defended a client in a two week arbitration which resulted in an award of no damages and a ruling upholding a restrictive covenant protecting our client's business.
- We obtained dismissal of a conservatorship proceeding in the Connecticut Probate Court after more than five years of litigation, including appeals to both the Connecticut Appellate Court and Connecticut Supreme Court.
- We resolved a complex family dispute between two siblings, involving two civil actions in the Connecticut Superior Court and a conservatorship proceeding in the Connecticut Probate Court, as well as a will contest in the Connecticut Probate Court and subsequent litigation in the Superior Court.
- We obtained a favorable ruling from the Connecticut Appellate Court upholding our client's trial court victory in a debt action concerning complex questions of document negotiability under the Uniform Commercial Code.
- We obtained summary judgment on behalf of a national franchisor's purchasing cooperative in an unfair trade practices action brought by an unsuccessful bidder.
- We served as lead coordinating counsel for a major, international oil and chemical company in connection with its national asbestos litigation docket, helping to achieve successful mediation results and settlements involving hundreds of claims throughout the United States. In addition, as necessary, we assisted with trial preparations and court trials.
- We obtained scores of successful resolutions and settlements for individuals and families in various probate contests, conservatorship proceedings, fiduciary challenges and state and federal tax audits, in addition to those mentioned above.
- We participated in several major Connecticut divorce actions, including trial work and complex asset valuation issues, involving several large trusts.

LITIGATION (continued)

- We successfully negotiated severance agreements and employment contracts on behalf of numerous senior corporate executives, financial services professionals and private employers.
- We successfully resolved multiple cases concerning alleged violations of non-competition agreements and misappropriation of trade secrets.
- We favorably resolved a number of commercial disputes for owners of closely-held businesses as well as for employees and officers of public companies.
- We obtained favorable rulings in mediations, arbitrations, and in state and federal courts involving scores of complex commercial disputes.
- We successfully defended employment discrimination, sexual harassment and wrongful discharge claims for a range of employers.

INDIVIDUAL RECOGNITIONS AND ACHIEVEMENTS

Thirty-two Cummings & Lockwood attorneys in Connecticut and Florida have been listed in the 2018 edition of *The Best Lawyers in America*. Since it was first published in 1983, *Best Lawyers*® has become universally regarded as the definitive national guide to legal excellence. We are very pleased that so many of our attorneys have been nationally recognized for their significant professional accomplishments across all of our practice groups.

Stamford

Patricia R. Beauregard (Since 2017) - Trusts and Estates
 John W. Cannavino (Since 2013) - Commercial Litigation
 Margaret A. Deluca (Since 2018) - Trusts and Estates
 Michael J. Hinton (Since 2005) - Real Estate
 Daniel G. Johnson (Since 2018) - Trusts and Estates
 Michael P. Kaelin (Since 2018) - Litigation, Trusts and Estates
 Nancy P. Marx (Since 2007) - Non-Profit/Charities Law
 Jonathan B. Mills (Since 1999) - Real Estate
 John R. Musicaro, Jr. (Since 1995) - Trusts and Estates
 Conrad Teitell (Since 1993) - Trusts and Estates, Non-Profit/Charities Law
 Howard S. Tuthill III (Since 1993) - Trusts and Estates

Greenwich

Laura W. Beck (Since 2018) - Trusts and Estates
 B. Cort Delany (Since 2010) - Trusts and Estates
 Jessie A. Gilbert (Since 2018) - Trusts and Estates
 Douglas H. Olin (Since 2010) - Trusts and Estates
 Edward F. Rodenbach (Since 2007) - Trusts and Estates
 Gina D. Silvestri (Since 2003) - Trusts and Estates

West Hartford

Paul L. Bourdeau (Since 1991) - Trusts and Estates
 Caroline Demirs Calio (Since 2018) - Trusts and Estates
 Robert B. Fawber (Since 2018) - Trusts and Estates
 Kelley Galica Peck (Since 2017) - Trusts and Estates
 Heather J. Rhoades (Since 2013) - Trusts and Estates

Naples

Todd L. Bradley (Since 2008) - Trusts and Estates
 Alison K. Douglas (Since 2018) - Trusts and Estates
 Kenneth D. Krier (Since 2018) - Trusts and Estates
 Robert L. Lancaster (Since 2018) - Trusts and Estates
 Deborah L. Russell (Since 2008) - Trusts and Estates

Bonita Springs

Mary Beth Crawford (Since 2018) - Trusts and Estates
 William N. Horowitz (2001) - Trusts and Estates
 Howard M. Hujsa (2010) - Trusts and Estates
 David M. Ludgin (Since 1995) - Trusts and Estates

Palm Beach Gardens

David M. Halpen (2013) - Trusts and Estates, Tax

(Year) Indicates the first year the lawyer was listed.

INDIVIDUAL RECOGNITIONS AND ACHIEVEMENTS (continued)

Twenty-four Cummings & Lockwood attorneys in Connecticut and Florida have been named Super Lawyers or Rising Stars in *Super Lawyers* for 2017/2018. *Super Lawyers*, a Thomson Reuters business, is a rating service of outstanding lawyers from more than 70 practice areas who have attained a high degree of peer recognition and professional achievement. The annual selections are made using a process that includes a statewide survey of lawyers, an independent research evaluation of candidates based on 12 indicators, and professional peer reviews by practice area. The result is a credible, comprehensive and diverse listing of exceptional attorneys. While up to 5 percent of the lawyers in a state are named to *Super Lawyers*, no more than 2.5 percent are named to *Rising Stars*.*

Stamford

John W. Cannavino - Business Litigation
 John F. Carberry - Civil Litigation: Defense
 Daniel G. Johnson - Estate Planning & Probate
 Michael P. Kaelin - Estate & Trust Litigation
 *David T. Martin - Business Litigation
 *Katherine A. McAllister - Estate Planning & Probate
 Jonathan B. Mills - Real Estate
 John R. Musicaro, Jr. - Estate Planning & Probate
 *Andrew Brett Seiken - Estate Planning & Probate
 Howard S. Tuthill III - Estate Planning & Probate, Tax
 Rachel Rhein Zarghami - Estate Planning & Probate

Greenwich

Laura W. Beck - Estate Planning & Probate
 B. Cort Delany - Estate Planning & Probate
 *Daniel P. Fitzgerald - Estate Planning & Probate
 Gina D. Silvestri - Estate Planning & Probate

West Hartford

Paul L. Bourdeau - Estate Planning & Probate
 Heather J. Rhoades - Estate Planning & Probate

Naples

Todd L. Bradley - Estate Planning & Probate
 Alison K. Douglas - Estate Planning & Probate
 Kenneth D. Krier - Estate Planning & Probate
 Robert L. Lancaster - Estate Planning & Probate
 Deborah L. Russell - Estate Planning & Probate

Bonita Springs

William N. Horowitz - Estate Planning & Probate, Tax
 Howard M. Hujsa - Estate Planning & Probate

PUBLIC SERVICE

Cummings & Lockwood has a long-standing tradition of civic and community service. Our lawyers and staff are committed to furthering the public good with their time, their skills and their financial support. We believe these endeavors not only contribute to the communities in which we practice, but broaden the experience and judgment of our partners, associates and employees.

The Cummings & Lockwood Foundation was established to promote charitable and public service initiatives in our communities. It is funded annually by Cummings & Lockwood's Partners, and provides grants and donations to organizations in Connecticut and in Florida. Among the organizations receiving our support in 2017 were Connecticut Legal Services, Child Guidance Center, Bobby Nichols - Fiddlesticks Foundation, NCH Healthcare Foundation, The Immokalee Foundation, United Way and Greenwich YWCA.

The Foundation also works in coordination with Cummings & Lockwood's Pro Bono Program, which over the years has involved thousands of hours of our lawyers' time donated to numerous causes. Highlights of our pro bono work in 2017 include the following:

- We provided representation to an elderly veteran who had been the victim of identity theft, whose social security benefits -- effectively, his life savings -- were wrongfully seized by a creditor. We moved to reopen the judgment and to have the benefits returned to the client, but the creditor objected. The client, who was in his nineties, passed away recently without leaving any beneficiaries. His passing left us with no "client" to pursue the action and a fiduciary has not yet been appointed. We have provided the probate court with notice of the pending action in the event that the Office of the Attorney General finds that it or any other entity has an interest in the action, as the seized funds were social security benefits which are protected by law.
- We provided certain legal services to the African Parks Foundation of America, a non-profit organization that raises funds from U.S. citizens and the federal government for African Parks. African Parks is a non-profit conservation organization which was founded in 2000 in response to the dramatic decline of protected areas in Africa due to poor management and lack of funding. The organization is responsible for the rehabilitation and long-term management of African national parks, their wildlife and remaining wild areas, in partnership with governments and local communities. They currently manage 12 national parks and protected areas in eight countries covering over 17 million acres: Benin, Central African Republic, Chad, the Democratic Republic of Congo, Malawi, the Republic of Congo, Rwanda and Zambia. African Parks is committed to ensuring that each park is ecologically, socially and financially sustainable for the long term. Their goal is to manage 20 parks by 2020, protecting over 49 million acres throughout Africa.

PUBLIC SERVICE (continued)

- We have been representing the surviving spouse of a victim of the September 11th terrorist attacks since 2012 in an effort to lift the restrictions the Connecticut Probate Court has placed upon the funds that were awarded to her for the benefit of her minor child by the September 11th Victim Compensation Fund. Our legal work has included a contested hearing in the Connecticut Probate Court, and appeals to the Connecticut Superior Court and Connecticut Appellate Court. In October 2017, we were granted certification to appeal this matter to the Connecticut Supreme Court where we look forward to arguing this matter in 2018.
- We also are representing a surviving spouse in trustee removal and accounting proceedings in the Connecticut Probate Court concerning trusts that were created for the benefit of the surviving spouse and her two minor children when the surviving spouse was in a coma and was not expected to be able to manage her own or her children's affairs. Fortunately, the surviving spouse made what by all accounts is a miraculous recovery and is now fully capable of managing her own and her children's affairs. Unfortunately, her husband did not amend the terms of the trusts in his will to reflect his wife's recovery before he died in 2016. His wife seeks to remove the trustees named in his will and objects to their accountings on the grounds that they are mismanaging and wasting assets of the trusts.

A number of our Partners and Associates are also active in professional and civic affairs, which include local, state and national bar association committees, as well as municipal councils and commissions. In addition, many Cummings & Lockwood attorneys volunteer on boards and committees that are dedicated to nonprofit, educational or charitable purposes. A list of representative organizations with which we have been involved is included on the following page.

PUBLIC SERVICE (continued)

African Parks Foundation of America	Greater Naples Little League
Alzheimer's Support Network	Greenwich Boys and Girls Club
American Red Cross	Greenwich Hospital
Angels Undercover of Collier County, Inc.	Greenwich Library
Audubon Greenwich	Guardianship & Advocacy Resource Program, Inc.
Baby Basics of Collier County, Inc.	Immokalee Foundation
Barron Collier Booster Club	Inspirica
Bonita Springs Concert Band	Junior League of Eastern Fairfield County
Bradyssmile.org	Junior League of Fort Myers
Bridge Family Center	Junior League of Greenwich
Brunswick School, Inc., Greenwich, Connecticut	Kingswood Oxford School
Care Club of Collier County	Leadership Bonita
Center for the Arts of Bonita Springs	March of Dimes
Champions For Learning	Mark Twain House & Museum
Child Guidance Center of Southern Connecticut	Meals-on-Wheels, Inc. of Greenwich
Children's Home Society	Mental Health Association of Collier County
Classic Chamber Concerts	Michael Bolton Charities, Inc.
Community Answers, Inc.	More House, Catholic Center at Yale University
Community Foundation of Collier County	Naples Botanical Gardens
Community Foundation of Fairfield County	Naples Community Hospital
Community Foundation for Greater New Haven	Naples Historical Society
Community Foundation for Palm Beach and Martin Counties	Naples North Rotary Club
Congregation Agudath Sholom	Naples Players Endowment
Connecticut Opera	Neighborhood Health Clinic
Connecticut Polar Bears	New Canaan Country School
Connecticut Veterans Legal Center	New Haven Food Bank
Conservancy of Southwest Florida	New Horizons of Southwest Florida
Darien Arts Center	New Paradigm Theatre
Darien YMCA	Norwalk Community College Foundation
David Lawrence Center & Foundation	OPUS for Person to Person
Educational Oceanographic Foundation, Inc.	Pegasus Therapeutic Riding, Inc.
Episcopal Diocese of Connecticut	Pequot Library
Fairfield American Little League	Phillips Academy
Florida Gulf Coast University Foundation, Inc	Place of Hope
Friends of Foster Children	Prevent Blindness Connecticut
Friends of Materials for the Arts	Renbrook School
Hackers for Hope	Ron Foley Foundation
Hartford Foundation	Salvation Army of Southern New England
Hartford Gay and Lesbian Health Collective	Save the Children
Hartford Golf Club	St. James's Episcopal Church
Hartford Stage Company	Seabury Charitable Foundation
Hartford Tennis Club	Speakers Assembly of Southwest Florida
Helen M. deKay Foundation	Stamford Symphony Orchestra
Hilla Rebay Foundation	United Way
Holly Pond School	University of Connecticut Foundation
Holocaust Museum and Education Center of Southwest Florida	USO of Metropolitan New York
Hope for Haiti	Westport Country Playhouse
Horizons at Brunswick School Student Enrichment Program	Westover School, Middlebury, Connecticut
Greater Hartford Arts Council	Whitby School, Greenwich, Connecticut
Greater Naples Area Planned Giving Council	Wills for Heroes

PRACTICES

Firm Overview

Founded in 1909, Cummings & Lockwood provides sophisticated legal counsel to both private clients and commercial enterprises. Our clients include individuals and families with inherited and newly created wealth, as well as emerging, middle market and Fortune 500 companies. We have nearly 200 employees located in Stamford, Greenwich and West Hartford, Connecticut, and in Naples, Bonita Springs and Palm Beach Gardens, Florida. The Firm provides a broad range of legal services, including trusts and estates, corporate and finance, litigation, and commercial and residential real estate services.

Private Clients Practice

Cummings & Lockwood has one of the largest trusts and estates practices in the United States, with a significant private client base of high net worth individuals and families, family offices, closely-held businesses, and national charities and foundations. Our private clients attorneys, many of whom have been elected to the prestigious American College of Trusts and Estate Counsel (ACTEC), are experienced in the areas of estate planning and administration; estate, income and gift tax; trust formation and management; executor and trustee services; charitable giving and foundations; special needs planning; probate law; and residential real estate. Whether dealing with recently acquired assets or family fortunes that span generations, the Firm provides innovative strategies and solutions to preserve, enhance and transition our clients' wealth, as well as meet their varied legal needs and personal goals.

Commercial Practice

Cummings & Lockwood has an elite commercial practice with numerous, professionally-recognized lawyers who are experienced in the areas of litigation and dispute resolution; real estate investment and development; banking, lending and credit transactions; corporate acquisitions and divestitures; and partnership, limited liability company and tax matters. Our clients include entrepreneurs, closely-held companies, regional, national and international corporations, hedge funds, private equity firms, financial institutions and not-for-profit organizations.

In addition, Cummings & Lockwood's commercial and private clients lawyers regularly work together to provide entity planning, business succession planning, tax guidance and litigation to privately-owned businesses of all sizes and industries.

ATTORNEYS

Adrian A. Asli	Brianna L. Guerrero	Jason S. Palmisano
Stefania L. Bartlett	Grace Gutierrez	Kelley Galica Peck
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Laura Weintraub Beck	Michael J. Hinton	Robert W. Reeves
M. Juliet Bonazzoli	William N. Horowitz	Heather J. Rhoades
Paul L. Bourdeau	Susan Huffard	Sarah A. Ricciardi
Todd L. Bradley	Howard M. Hujsa	Edward F. Rodenbach
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