

W. Robert (Bob) Kellegrew, Jr.
286 Chestnut Street
Clinton, MA 01510
Mobile (978) 761-0998
e-mail: bkellebrew@comcast.net

SUMMARY OF QUALIFICATIONS

*Lead in-house counsel for
4 successful exits*
[PictureTel, Speechworks & Emptoris (twice)]
6 Acquisitions
4 Sales of Subsidiaries

Areas of expertise:

Corporate Governance
Contracts
Leadership

Mergers/Acquisitions/Exits
Negotiation/Advocacy
Problem Solving

Intellectual Property
Employee Relations
Litigation Management

PROFESSIONAL EXPERIENCE

Emptoris, Inc. (Sold to Marlin Equity and then to IBM)

Sr. Vice-President: Human Resources & General Counsel & Corporate Secretary, 2005 - 2012

Chief Legal Officer for \$100 million dollar enterprise software company. Responsible for all legal matters as well as worldwide Human Resources. Key member of the senior management team.

Puritan Faust, LLC

2004 - 2005

Provided advice to emerging high technology companies. (*Maven Networks, acquired by Yahoo, VirtualIron acquired by Oracle, Archivas acquired by Hitachi*)

SpeechWorks International, Inc., Boston, Massachusetts (Sold to Nuance)

Vice-President, General Counsel & Corporate Secretary, 2003

Led negotiation effort whereby SpeechWorks was acquired by ScanSoft, Inc.(now Nuance) In addition, advised on litigation matters, managed the legal department and was a key member of the senior management team.

American Tower Corporation, Boston, Massachusetts

Vice-President, General Counsel & Corporate Secretary, 2001-2002

Responsible for the legal health of billion-dollar corporation.

PictureTel Corporation, Andover, Massachusetts (Sold to Polycom)

Vice-President, General Counsel, Treasurer & Corporate Secretary, 1997 – 2001

Chief legal officer and leading member of turnaround team that increased shareholder value via an exit by 400% in 12 months.

FTP Software, Inc, Andover, Massachusetts

Vice-President, Deputy General Counsel, 1996-1997

Managed a team of 14 individuals in the legal/contracts department.

Stratus Computer, Inc, Marlboro, Massachusetts (Now in Maynard, Massachusetts)

Associate General Counsel, 1995-1996

Division Counsel, North American Division, 1990-1995

Corporate Attorney, 1985-1990

As Associate General Counsel was lead counsel for the business development group; developed and implemented the mergers and acquisition process. As Division Counsel was the lead attorney for all matters related to business in North America. As Corporate Attorney was the lead attorney regarding all contractual and employee relation matters.

Applicon/Schlumberger, Burlington, Massachusetts

Contracts Specialist,

Marullo & Barnes, Boston, Massachusetts

Associate

SELECTED ACHIEVEMENTS

MERGERS, ACQUISITIONS & OFFERINGS

Lead in-house counsel for 6 acquisitions, 4 dispositions and the sale of 2 publicly traded and 1 private company(twice). Negotiated all definitive agreements. Developed and led complete due diligence (financial, legal, HR and technical review) for all acquisitions. Experience with HSR filings and all SEC filings required by an acquisition or sale.

Led preparation for an initial public offering filing (S-1). Filing was delayed for accounting reasons.

Lead in-house counsel for recapitalization effort. The entire process began and ended in less than 45 days. Negotiated definitive agreements with 3 potential buyers simultaneously.

Leader of a successful effort to obtain secondary capital investment within 3 weeks of “hands shake” and 4 days before all cash had been expended.

Closed on sale of subsidiary within 4 weeks of letter of intent resulting in the infusion of \$30 million in required working capital, allowing the company to produce the next generation product and eventually returning significant value to the shareholders.

Lead Due Diligence as both buyer or seller for all transactions.

CORPORATE GOVERNANCE

Appointed Secretary for 4 publicly traded companies. Have frequent interaction with board of directors.

Responsible for drafting resolutions, keeping minutes, communication with board of directors as well as providing advice to board of directors regarding fiduciary duties.

Responsible for organizing and running the formal section of the annual meeting of shareholders.

Maintained the legal structure of all subsidiaries, worldwide.

Coordinated and reviewed Public Disclosures (SEC). Significant experience with all SEC required filings including, 10K, 10Q, 8K, Proxy Solicitation, S-1, S-3, S-4, as well as Rule 144 and 145 opinions.

Acted as an advisor with regard to investor relations.

Educated and experienced in corporate compliance requirements resulting from Sarbanes-Oxley Act.

Helped **draft and develop** companywide code of conduct for two corporations.

CONTRACTS

Negotiated and Approved sales, and other contracts, at all companies that I have been associated with.

Created standard forms for 6 different high technology companies

Led four companies in successful effort to simplify end user contracts while maintaining basic legal protections.

Drafted, reviewed and edited intellectual property, distribution, service, support, real estate, employment and numerous other forms of agreements.

European Area: Significant contracting experience in United Kingdom, France, Germany and Italy.

Pacific Rim: Significant contracting experience with Japanese partners. Some contracting experience with Singapore and Hong Kong.

Latin America: General experience throughout region, with specific contracting experience with Mexico and Brazil.

NEGOTIATION/ADVOCACY

Closed more contracts in one quarter than my predecessor closed in a full year within a few months of my start date.

Devised and implemented a negotiation strategy for dealing with Regional Bell Operation Companies resulting in successful closing of contracts with all RBOCs within one year.

Negotiated a “make or break” contract with IBM in one month through persistence and common sense. Prior to my involvement the matter had been under discussion for one year. This resulted in the most significant revenue stream for the company (\$10 million in annual revenues.)

Corrected an extremely negative relationship with a major customer by addressing the problem head-on through personal contact and integrity. Resulted in a complete turnaround in relationship with over \$10 million in new business and a world class rating from the customer.

Selected by Sales to attend President’s club as an invited guest.

HUMAN RESOURCES

SVP –HR: Senior executive responsible for employees worldwide

Normalized compensation, **implemented** policies

Brought together disparate regional HR functions to form a cohesive global group

Increased employee satisfaction

Spread Corporate cultural

Lead in-house lawyer for employee relation matters for all companies.

Member policy and procedure committees at all companies.

Committee Member and **Trustee** for 401K and health benefits.

Managed and investigated numerous employee disputes.

LEADERSHIP/MANAGEMENT

Created the most efficient legal department in the cell tower industry by listening to team members and moving them to areas of responsibility where they would be most productive, then setting up a management structure that provided back-up coverage for every function.

Reduced size of legal departments or outside legal spending by an average of 20% without sacrificing services.

Led effort to improve collection process and reduce DSO resulting in a reduction of DSO by 30 days.

Significant experience in managing outside counsel (worldwide) at both large law firms and boutiques.

Advised with regard to appropriate **revenue recognition** for specific transactions for all companies.

LITIGATION/DISPUTE MANAGEMENT

Resolved successfully over \$700 million in potential liability in less than 2 years at a cost of legal fees plus \$2 million.

This effort allowed the company to survive long enough to implement a turnaround strategy.

Managed successful defense, by selecting witnesses, refining line of trial examinations, and educating counsel with regard to business impacts, of an alleged \$400 million patent infringement, resulting in one of the top 10 defense verdicts of 1998.

Value of the company rose \$80 million in one day upon the announcement of the resolution of this matter.

Managed successful dismissal of 2 of the earliest cases filed under the Private Securities Litigation Reform Act, resulting in new law.

Convinced Plaintiff’s counsel that their securities fraud case against my company (after a revenue restatement) was significantly weaker than it actually was resulting in a savings of at least \$12 million dollars.

Broke through a litigation roadblock, using my experience in an apparently unrelated area, by devising a plan to put defendant into bankruptcy and thereby exposing fraud. Resulted in a \$2 million settlement within 1 month of implementation of strategy. Defendants admitted that they were beaten by this unexpected strategy.

Implemented a process involving collections, finance, sales and legal, for dealing with financially troubled customers that resulted in the recovery of 100% of a \$1.5 million pre-bankruptcy petition debt, a continued annual revenue stream of more than \$19 million and a good customer relationship. Process was implemented on a go forward basis resulting in the receipt of an additional \$12 million in written off revenue.

INTELLECTUAL PROPERTY

Extensive intellectual property experience resulting from being an in-house attorney for 6 high technology companies.

Managed patent application process resulting in a savings of over \$300,000 in legal billings.

Member patent application approval committee.

Advised regarding appropriateness of trademark use and filings.

Helped draft proposal for Department of Commerce resulting in easier export of encryption technology.

EDUCATION

Juris Doctor
BA, History

Western New England School of Law, Springfield, MA
UMASS Boston, Boston, MA

PROFESSIONAL AFFILIATIONS

Member Bar of Commonwealth of Massachusetts, Bar of Federal District Court of Massachusetts

ACTIVITIES

Novel – “*No Good Deed Goes Unpunished*” released fall 2005