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**File Last Updated: 4/11/02**

<b><u>I. Profession</u></b>	<b><u>Accrediting Agency or Jurisdiction</u></b>	<b><u>Date of Admission</u></b>
Attorney	Bar of the State of New York	1985
	Bar of the State of New Jersey	1986
	Bar of the State of Illinois	2001
	Bar of the District of Columbia	2002
	U.S. Supreme Court	1993
	Second Circuit, New York	1986
	Third Circuit, New Jersey	1989
	Southern District of New York	1985
	Eastern District of New York	1985
	Northern District of New York	1993
	District Court of New Jersey	1986

<b><u>II. Professional Organization</u></b>	<b><u>Number of Years</u></b>	<b><u>Active/Inactive</u></b>
American Bar Assoc.	17	Active
Federal Bar Council	12	Active
NYS Bar Assoc.	17	Active
New York City Bar	14	Active
American Trial Lawyers Assoc.	17	Active
Defense Research Instit.	12	Active
NJ State Bar Assoc.	14	Active
Illinois Bar Assoc.	<1	Active
Bar Assoc. of the District of Columbia	<1	Active
NY County Lawyers Assoc.	5	Active
National Association of State Treasurers	2	Active
National Association of Public Pension Attorneys	2	Active
Council of Institutional Investors	2	Active

**III. General professional experience:**

Mr. Entwistle received his undergraduate degree from the University of Notre Dame, his law degree from the University of Syracuse College of Law, and is presently admitted in the United States Supreme Court, all state and federal courts serving the states of New York and

New Jersey, and the highest federal courts serving Connecticut and Pennsylvania. Mr. Entwistle is also admitted to practice in the State of Illinois and the District of Columbia. His admission is pending in the State of Texas.

Over the years, Andrew J. Entwistle has represented clients including *Fortune 100* companies, governmental and individual clients in a variety of corporate finance and transactional matters and in litigation throughout the United States before federal and state courts, surrogate's and probate courts, grand juries, administrative and regulatory agencies and arbitration panels. Mr. Entwistle's litigation work includes the litigation of banking matters; employment discrimination, labor, benefits and ERISA matters; issues involving trusts and estates; trade secrets, cyberlaw, patents, copyrights and trademarks; general commercial and contract litigation; securities arbitrations and securities fraud and related litigations; professional malpractice claims; insurance and reinsurance issues (including coverage, insolvency and subrogation disputes); product liability; antitrust; real estate and land use disputes; and workout and reorganization related litigation. Mr. Entwistle is well known for his lead role in *DiVittorio v. Equidyne Extractive Industries, Inc.*, a leading Second Circuit Case which articulated the law of pleading securities fraud claims against accountants and attorneys. More recently Mr. Entwistle's securities litigation has involved leading roles in connection with the *In Re Bank America Securities Litigation*, *American Bank Note Holographics Securities Litigation*, *In Re Providian Securities Litigation*, and *In Re Dollar General Securities Litigation*. Mr. Entwistle was appointed by Chief Judge Lifland of the United States Bankruptcy Court, for the Southern District of New York, to serve on the Court's Special Mediation Panel and has actively litigated a number of bankruptcy matters including representing the Retired Employees Committee in the OMC Bankruptcy, equity holders in the American Bank Note Bankruptcy and most recently the Florida State Board of Administration in connection with the Enron Bankruptcy. Mr. Entwistle has also had the privilege of acting as a legal advisor to the Governors of several states.

In addition to membership in various city, county, state and national bar associations, including the *Federal Bar Council*, Mr. Entwistle is a member of the *National Association of Public Pension Funds Attorneys* and is an Educational Sustainer of the *Council of Institutional Investors*. Mr. Entwistle has been named to *Who's Who In America*, *Who's Who In Practicing Attorneys*, *Who's Who In American Law*, *Who's Who In Emerging Leaders In America*, *Who's Who In Finance and Industry*, *Who's Who Worldwide Registry*, *Who's Who Registry of Global Business Leaders*, *Who's Who In The East* and *Who's Who Worldwide*. Mr. Entwistle has also been named to the *Martindale-Hubbell Bar Register of Preeminent Lawyers*. Mr. Entwistle is Northeast Regional Editor for the Defense Research Institute publication, *The Business Suit*, is a member of various bar and business association committees (including co-chairing a New York State Bar Association Panel on Alternative Dispute Resolution, and acting on the Trial Practice Committee of the State Bar's Commercial and Federal Litigation Section), has lectured extensively and has been interviewed by print and television journalists to provide commentary on a variety of general business law, litigation, securities law, bankruptcy and trial issues. Mr. Entwistle is also the author of articles and publications on various legal and business topics, including "*Corporate Exposure and Employment Practices Liability*", Mealey's Reinsurance Conference, November, 2000; "*Distinguishing Valid Fraud Claims From Trumped Up Breach of Contract Actions*", *The Business Suit*, Winter 2000; and "*The Fine Line Between An Auditor's Recklessness and Intent to*

*Deceive*", The Business Suit, Summer 1999; "What a Web We Weave...Jurisdiction in Web-Related Litigation", The Business Suit, Winter 1998 (DRI); "Due Deference – The Supreme Court Confirms the Post-Daubert Discretion of the Trial Judge as the Gatekeeper", The Business Suit, Winter 1998 (DRI); "Red Light, Green Light, 1-2-3: Stop and Go Traffic on the Information Superhighway", The Business Suit, Winter 1998 (DRI); "The Inevitable Disclosure Doctrine and the Economic Espionage Act: Emerging Weapons In the Battle to Protect Trade Secrets from Theft and Misappropriation", The Business Suit, Spring 1998 (DRI); "Covenants Not to Compete and the Duty of Loyalty", (DRI) Spring Conference Chicago; "New York Business Law Update 1997", (New York State Society of CPA's); "New York Business Law Update 1998", (New York State Society of CPA's); "Excess Insurers Late Notice and Prejudice, American Home Puts The Issue to Rest", New York Law Journal, July 1993; "Managing the Risks of Accountants Liability, A Legal Perspective", New York Society of CPA's, 1993, 1995, 1997, 1998; "Sexual Harassment, A Trying Issue", Tribute Magazine, 1994; "Employment Law: Issues and Answers", CASRO Seminar Publication, 1992.

In connection with the Firm's Corporate Practice, Mr. Entwistle has more recently acted as senior counsel on numerous significant corporate transactions, including joint ventures, restructurings, venture capital placements and a multi-billion dollar leveraged buyout. He is regarded as an expert in derivative securities and also serves as outside counsel to several internet companies and sits as a director on several corporate, fund and advisory boards.

#### **IV. General pertinent experience:**

Mr. Entwistle has represented parties in mediation, arbitration, summary jury trials and other forms of alternative dispute resolution in various forums. Mr. Entwistle has also co-chaired a panel on alternative dispute resolution for the New York State Bar Association's Federal and Commercial Litigation Section and has lectured on the subject of mediation.

#### **V. Mediation training:**

Mr. Entwistle participated in the Institute for Conflict Management mediation training, sponsored by United States Bankruptcy Court, June 27 and 28, 1994, 16 hrs.

#### **VI. Pertinent bankruptcy training:**

Mr. Entwistle has represented both debtors and creditors in various bankruptcy matters, I have represented insolvent insurers and been involved in loan work outs. Recent examples include his current representation of the State of Florida in the *Enron* Bankruptcy.

## **VII. General pertinent business or legal experience:**

Mr. Entwistle has counseled directors and officers on their legal responsibilities, have worked out various corporate restructurings of finance and have litigated a broad variety of commercial disputes as noted previously.

## **VIII. Firm General**

Entwistle & Cappucci LLP (the “Firm”) is a full service law firm with offices in Austin, Chicago, New York, Princeton, Tallahassee and Washington, DC providing the following legal services to its broad client base:

- Complex Business and Commercial Litigation;
- Securities Litigation;
- Business Transactions;
- Employment and Labor;
- Executive Compensation;
- Government Affairs and Administrative Law;
- Insurance and Reinsurance;
- Intellectual Property and Cyberlaw;
- Trust and Estate Litigation, Planning and Administration;
- Alternate Dispute Resolution; and
- Workouts, Reorganizations and Bankruptcy Litigation.