

J. David Washburn



Partner

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David's practice involves:

- structuring, negotiating, and implementing mergers and acquisition transactions
- functioning as outside general counsel to public and private corporations
- public and private financing transactions
- SEC reporting and regulatory compliance
- counseling clients on corporate governance and Sarbanes-Oxley issues
- internal investigations

REPRESENTATIVE EXPERIENCE

- Regularly represents corporations in significant public and private M&A transactions, including:
 - Merger of world's leading technology services company;
 - Merger of publicly traded telecommunications carrier;
 - Assisted the nation's largest wireless cable company in the simultaneous merger of five public and quasi-public companies and the concurrent issuance of public equity;
 - Represented a "top five" domestic interexchange carrier in the acquisition of a multinational telecommunications company;
 - Acquisition by public company of privately held distribution business with offices in China and Germany;
 - Attempted take-over bid of NYSE oil and gas Royalty Trust;
 - Extensive experience with "middle-market" M&A transactions valued between \$5 million and \$250 million in the following industries: medical devices, biotechnology, software, distribution, food products, telecommunications, online services, manufacturing and services.
- Serves as special counsel to boards, committees and individuals in a variety of special investigations and corporate governance matters, including:
 - Represented special committees and others in multiple stock option back dating investigations;
 - Represented international company with internal FCPA investigation;
 - Representation of U.S. company in significant overseas employee embezzlement investigation;

INDUSTRIES

Biotechnology/Life Sciences
Manufacturing/Sales
Software/Electrical Technology
Venture Capital and Emerging Companies

PRACTICE AREAS

Corporate/Securities
Corporate Compliance, Investigations and Defense
International
Technology and Emerging Companies

EDUCATION

JD, 1992, highest honors, University of Tulsa, Order of the Curule Chair
BA, 1989, University of Nebraska

ADMITTED

Texas 1992

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- Represented Board of Directors of publicly traded steel mill in bankruptcy situation;
- Represented Special Litigation Committee in Derivative Action;
- Represented individuals in a variety of Sarbanes-Oxley related inquiries.
- Represents issuers in initial public offerings in a variety of industries, including: high technology, telecommunications, banking, manufacturing and service.
- Represents participants in other sophisticated financing transactions, including:
 - Represented NYSE-traded issuer in the first offering of trust originated preferred securities (commonly referred to as "TOPrS") pursuant to Rule 144A outside of New York;
 - Represented AMEX-traded bank holding company in IPO of TOPrS;
 - Represented NASDAQ-traded telecommunications company with public spin-off of its billing information management subsidiary;
 - Represented underwriters in numerous secondary and PIPE transactions.
- Numerous venture capital and private equity financings for both investors and issuers.
- Extensive experience with NASDAQ, AMEX, NYSE and OTCBB issues.

ARTICLES/PUBLICATIONS

- "10b5-1 Plan Abuse" [LJN - The Corporate Counselor](#) (September 2007)
- "Straight Talk on Backdating" webinar [LJN - The Corporate Counselor](#) (January 10, 2007)
- "Stock Option Scandal" [Texas Lawyer](#) (December 25, 2006)
- "Decoding the Stock Option Backdating Scandal" [Corporate Counsel State Bar Section Newsletter](#) (June 1, 2006)
- "Doing Business in States Other Than the State of Incorporation" [BNA - Corporate Practice Series ISSN 0162-5691; No. 85](#) (2006)
- "Indemnification of Directors and Officers: A Different Side to the Problem of Corporate Corruption" [Wall Street Lawyer](#) (June 1, 2004)
- "Putting Faith in Blind Trusts" [Quoted in CFO](#) (April 2003)
- "Addendum to the SEC Handbook – Covering SEC Rules Related to the Sarbanes-Oxley Act, 2003 Addendum" [RR Donnelley Financial Handbook](#) (2003)
- "Navigating the Minefield of the SEC's Ethics Reform Measures" [Wall Street Lawyer](#) (November 1, 2002)
- "Now It's Personal: The Real Impact of Sarbanes-Oxley on Directors and Officers" [Wall Street Lawyer](#) (September 2002)
- "Sarbanes-Oxley hits smaller firms in wallet" [Quoted in the Dallas Business Journal](#) (August 30, 2002)
- "Stock Options - Raising Money " [Quoted in Entrepreneur](#) (May 2002)
- "A New Take On the 'Blind Trust' – How executives insulate themselves from holdings that could get them into trouble" [Quoted in The Christian Science Monitor](#) (January 14, 2002)
- "The Sarbanes-Oxley Act of 2002, with Analysis - The Effect of the Sarbanes-Oxley Act on Directors and Officers" [Matthew Bender Publication, ISBN 0-8205-5722-6](#) (2002)
- "Insider Trading: The Rules Have Changed" [Orange County Business Journal](#) (July 16, 2001)
- "Put Up or Shut Up – To Comply with Reg FD, corporate officers are starting to put company news on the Web. Hijinks ensue" [Quoted in eCFO](#) (Spring 2001)
- "Oops! It's Regulation FD" [Quoted in PR Week](#) (January 8, 2001)
- "SEC Solution Takes Edge Away from Analysts" [Quoted in Austin Business Journal](#) (November 24, 2000)
- "Creating the Ultimate Board in the Sarbanes-Oxley/Post-Enron Era" [Securities Regulatory Update](#) (November 12, 2000)
- "New SEC Disclosure Rule Could Hinder Giants, Help the Small" [Quoted in Best Insurance News](#) (August 17, 2000)
- "Legal Recourse" [Quoted in the Dallas Morning News](#) (June 28, 2000)

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- "SEC's Push for Plain English Strains Deals" [Quoted in the Dallas Morning News](#) (June 13, 1999)

BRIEFINGS, SEMINARS & SPEECHES

Webinars

- "SEC's Recent Interest in 10b5-1 Sales by Insiders," (November 2007) [*Click on the title of the webinar to view the presentation in its entirety.*]
- "Straight Talk on Backdating," (November 1, 2006) [*Click on the title of the webinar to hear the presentation in its entirety.*]

Speaker

- "Realizing Your Company's Potential in Preparation for an IPO," Ernst & Young sponsored presentation, Belo Mansion (March 26, 2008)
- "Foreign Corrupt Practices in 2007 - Assessing the Real Risk," with Matthew Nielsen, at the Tatum Directors Roundtable, offices of Tatum, LLC (March 25, 2008)
- "Crisis Management for Corporate Counsel," Association of Corporate Counsel - DFW Chapter 2007 Golf and Spa Event, Dallas, TX (September 2007)
- "Conducting an Effective, Efficient and Objective Internal Investigation," [University of Texas School of Law, 29th Annual Corporate Counsel Institute](#) (May 11, 2007)
- "Decoding the Backdating Scandal," [Navigant Consulting](#) (October 2006)
- "The Impact of Sarbanes-Oxley on Public Companies and their Managers," [Sarbanes-Oxley for Financial Managers](#) Dallas (October 20, 2004), Austin (October 21, 2004) and Houston (October 22, 2004)
- "The Real Lessons Learned from Enron, WorldCom and Other Recent Cases," [D&O Market Meltdown Conference](#) (April 2, 2003)
- "Current Developments in Securities Law – Sarbanes-Oxley and Beyond," [The 2003 Securities Law Institute](#), Cleveland, Ohio (February 6, 2003)
- "IPO Planning for VC-Backed Portfolio Companies" (November 12, 2002)
- "Fiduciary Duties Post-Enron," [Farm Credit Bank – National Director's Conference](#) (September 10, 2002)
- "New SEC Rule 10b-5: Now insiders can safely trade in their companies' securities" (April 10, 2001)
- "Understanding New Regulation FD" (January 9, 2001)

Panelist

- "Building a Winning Board" Workshop presented by Texchange and NASDAQ OMX, University of Texas at Dallas (April 29, 2008)

Guest Commentator

- "The Impact of the NYSE Proposed Rule Reform on Southwest Airlines," [National Public Radio, Nationwide](#) (December 2002)
- "August 14, 2002 – Reckoning Day for Public Company CEOs/CFOs," [WBAP News Radio](#), Dallas, Texas (August 16-18, 2002)
- "Potential Insider Trading Liabilities for ImClone Executive," [Yahoo! FinanceVision](#) (June 14, 2002)

PROFESSIONAL/CIVIC AFFILIATIONS

Board of Directors - Entrepreneurs Foundation of North Texas

J. David Washburn

Founder - GC Netweavers, a Dallas based networking group of over 50 General Counsels

Founding Board Member - TexChange, a 501(c)(3) dedicated to advancing entrepreneurship in Dallas, Texas

Steering Committee Member - Technology Alliance of Dallas, an umbrella organization of non-profits that work together to promote technology entrepreneurship in Dallas, Texas

Delegate - City of Dallas Mayor's Office - Signing of International Partnership Agreement with the City of Shenzhen, China (October 2004). Currently serving on the Greater Dallas Chamber's China Task Force.

Leadership Dallas - Class of 2005

HONORS

- Noted by the Legal 500 (a directory of leading legal practitioners compiled on the basis of peer and client referrals) as a "key figure" in the Central United States for M&A transactions
- D Magazine - Best Lawyers Under 40

HEADLINE NEWS

- Andrews Kurth Partner David Washburn Named to EFNT Board (June 26, 2007)