

## RESUME

### DARIAN B. ANDERSEN

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### EXPERIENCE

June, 1995 to Present:

**Private Law Practice.** Primary areas of practice:

1. Business law. All areas of business legal services, including formation and operation of business entities (corporations, partnerships, limited liability companies, joint ventures, limited partnerships, business trusts); real estate, contracts, trademarks, human resources, employee benefits, executive compensation, corporate secretarial, securities, compliance with securities laws, taxes, antitrust, unfair competition, food law, including work with USDA and FDA, internet law.
2. Business Finance Law, including securities law, banking, Uniform Commercial Code, acquisitions of companies and businesses, disposition of companies and businesses.
3. Asset Protection and Estate Planning, including the protection of assets from unnecessary taxation, probate expense, and loss due to lawsuits by use of business entities and estate planning documents.
4. Litigation, including supervision of cases and alternative dispute resolution.
5. Real Estate Law, including purchases, sales, leases of residential and

commercial property.

December, 1981 to June, 1995:

Foodbrands America, Inc. and its predecessor companies:

**Corporate Secretary and Corporate Counsel** to Foodbrands America, Inc. (formerly Daskocil Companies Incorporated), Oklahoma City, Oklahoma, a Fortune 500 food processing and marketing company, publicly traded on NASDAQ between October, 1991 and June, 1995.

**Corporate Secretary and Associate General Counsel** to Wilson Foods Corporation, Oklahoma City, Oklahoma, a Fortune 500 meat processing and marketing company, which was taken over in an unfriendly tender offer takeover by Daskocil in 1988, between July, 1994 and October, 1991.

**Senior Attorney** to Wilson Foods Corporation between December, 1981 and July, 1994.  
December, 1974 to November, 1981:

**Staff Attorney** at Crouse-Hinds Company, Syracuse, New York, a Fortune 500 (NYSE) manufacturer of industrial electrical products, which became a subsidiary of Cooper Industries in a white knight takeover.

July, 1970 to November, 1974:

**Staff Attorney** at Ryder System, Inc., Miami, Florida, a Fortune 500 (NYSE) truck leasing and service company.

August, 1969 to June, 1970:

**Law Clerk to the Chief Justice** of the Navajo Indian Tribe, Window Rock, Arizona.

#### ACCOMPLISHMENTS

1. As a solo practitioner for 15 years, I have a broad based business practice focusing on small businesses and their owners' legal needs. I have used my 25 years of experience working for Fortune 500 companies and also have developed additional areas of experience, including network marketing law and asset protection.
2. As the chief legal officer of Foodbrands, Doskocil Companies Incorporated, and Wilson Foods Corporation, managed all legal affairs for the Companies and supervised a legal budget of approximately \$1.5 million. For 6 years I was the sole attorney survivor of a 5-person Law Department to two successive companies that have gone through two bankruptcies, a tender-offer takeover, numerous refinancings and public offerings, and substantial downsizing and significant growth over a 13 year period. I **maintained cost efficiency balanced with effective legal protection** of the businesses, and have developed some expertise in maximizing the benefit from the legal dollar expended by an optimum balance between inside and outside legal services.
3. I effectively **reduced the average number of lawsuits** against the companies from 40 to 18 over a 4 year period through efficient management of the settlement process and only referring to insurance counsel cases that cannot be settled for a reasonable amount.
4. I **replaced the use of the services of outside trademark counsel** with in-house services provided by a legal assistant and a computer trademark service. In addition to reducing costs of services from \$400 per search to \$150 per search, this procedure reduced the time for a search from 1-2 weeks to 1-2 days, (or 1-2 hours for a rush job).
5. I **reduced services provided by outside law firms** by moving in-house the review of securities reports on Forms 10-K, 10-Q, 8-K, 3 and 4, and proxy statements. Also, I significantly contributed to and participated in drafting and filing many public offering documents and bank credit agreements which further reduced outside legal fees.
6. **By efficient use of computerization** I have significantly decreased the cost of legal services and expanded the capability and functions of the Law Department. I personally set up and administered a computer network and selected software including efficient word processing and

databases for instant access to all work produced by the Law Department since 1988. I initiated a cost savings program to use computers to speed up and reduce the cost of trademark searches (as noted in item 4 above.)

7. I have drafted and reviewed hundreds of contracts, finance documents, incorporations, leases, license agreements, trademark applications, and other documents covering all aspects of business and developed a system for **consistent quality of legal services through computerization and checklists.**

8. I have **administered all corporate secretarial functions** of two public companies (and approximately 19 subsidiaries) for over 10 years, including preparing all aspects of annual meetings of stockholders, board meetings, committee meetings, including agenda and minutes, and advising the Chairman of the Board on all aspects of corporate governance and prevention of corporate liability.

9. I have **efficiently managed the budgets of the Law Department, the Corporate Secretary (covering publicly trading stock costs) and the Board of Directors.** I have **effectively supervised the Law Department**, including two legal assistants and services provided by many outside counsel.

10. I have **effectively and timely provided legal services to management** covering securities laws compliance, including insider trading issues, filing of SEC reports and corporate governance issues; antitrust laws compliance, including conducting training seminars on compliance, reviewing marketing materials and fielding questions; employee benefits law, including drafting pension and welfare benefits plans and advising management on application of ERISA and other governing laws and regulations; personnel law, including application of Americans with Disabilities Act, Family Medical Leave Act and other applicable new and old legislation and regulations; finance law, including reviewing and negotiating loan agreements, indentures, finance leases, promissory notes and related documents; patents, including reviewing with outside patent counsel patent applications, and patentability and patent infringement questions; trademarks, including researching trademark availability and filing trademark applications, reviewing foreign filings and filing in foreign countries through agents, protecting trademarks through foreign litigation, including successfully protecting a trademark registered by a sales distributor in Korea; corporate law, including preparing articles of incorporation, bylaws, mergers, amendments, obtaining good standing certificates and generally maintaining corporations and subsidiary corporations; acquisitions, including significant participation in a recent acquisition of a business with a net worth over \$125 million, and drafting purchase documents; mergers, dispositions, including handling sales either alone or through supervising outside counsel of many subsidiary companies, divisions and plants; Interstate Commerce, including advising management on public and private carriage and compliance with DOT requirements; international transactions (especially in Latin America), including negotiating brokerage and distribution agreements in (and for use in) Mexico, Argentina, Puerto Rico and Korea, and the preparation of such documents for use in dealing with a distributor in Venezuela.

## EDUCATION

**Graduate study.**

JURIS DOCTOR, University of Utah College of Law, Salt Lake City, Utah, 1969

Moot Court Finalist

Moot Court Justice

**Undergraduate study.**

Brigham Young University, Provo, Utah

English

Accounting

Activities: Associated Men Students Council

International Folk Dancers

University of Utah

Honors at Entrance Scholarship

**Post-graduate seminars and courses:**

Continuing legal education courses are required to keep up bar memberships, including at least 12 hours of coursework each year, which has included:

Internet Law

Legal Computer Applications

Advanced Estate Planning

Asset Protection

Network Marketing Law, Ted Lindauer (Counsel to Excel Communications)

Estate Planning Law, Cowles Legal Systems

Oklahoma Corporate Law Symposium, Oklahoma Bar Association

International Business, Oklahoma Bar Association

Doing Business in Latin America, Texas Bar Association

Environmental Law, Oklahoma Bar Association

Law of the Workplace, Oklahoma Bar Association

Computer Law, Oklahoma Bar Association

Employee Benefits Law, Boston University

Securities Law, Stanford University

Antitrust Law, Southwestern Legal Foundation

Securities Law, Harvard University

Antitrust Law, Harvard University

Economics for Lawyers, Harvard University

Warranties, Practicing Law Institute

Corporate Counsel Institute

Creditors' Rights, Practicing Law Institute

Essential Corporate Practice, Practicing Law Institute

Real Property Practice, Florida Bar Association

Reading Financial Statements, Practicing Law Institute

### **ADMISSIONS TO BAR**

Oklahoma

New York

Florida (Admission lapsed, due to lack of need did not continue to pay dues)

Utah

Member, American Bar Association

### **PERSONAL**

Age: 67

Health: Excellent

Family: Married, 8 children, all adults

Foreign languages: Spanish, Portuguese

Hobbies: Racquetball, computers and family

Public Service and Leadership: Served on YMCA Board of Directors 2 1/2 years, Boy Scouts of America Scoutmaster, member of troop committee, various church leadership positions.