

EXHIBIT A

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A Trial Firm for Complex Business Litigation

Reid Collins & Tsai LLP, founded in 2009, is one of the nation's top trial boutiques – with 36 lawyers in five offices around the country. We prosecute complex business disputes nationally and internationally, having recovered billions of dollars on behalf of our diverse client base. Known as “the special forces unit for complex litigation” (*Lawdragon*), we handle all types of high-stakes matters – primarily on the plaintiff's side of the docket and typically on a success-fee basis.

Our trial attorneys include former federal prosecutors, judicial law clerks, and forensic accountants who aggressively and efficiently maximize recoveries and resolve complicated disputes for our clients both in and out of the courtroom. Our practice spans a wide range of complex commercial litigation, including financial fraud actions, Ponzi scheme-related cases, breaches of fiduciary duty, cross-border disputes, bankruptcy claims, professional liability matters, bad-faith insurance, and Federal Tort Claims Act cases, among many other types of representations. Although the subject matter varies, our extensive trial experience, creative blend of strategies, and proven track record all help to create success for our clients, in both federal and state courts, as well as in arbitration and other alternative dispute resolution venues. We represent trustees, liquidators, foreign governments, international banks, various funds, individuals, and companies from the U.S. and abroad, among others.

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Our Approach

We know how to prepare a complicated, big-dollar case for trial, and we prepare every case we bring as if we are going to trial. This allows us to take an outcome-driven approach at all stages of even the most complicated cases. We also believe that success-fee arrangements are the best way to align the interests of client and lawyer, so that we fully share our client's priority – achieving a favorable result. Understanding that every case and circumstance is unique, we offer a flexible fee structure which often involves some form of success-based or contingent fee, as well as flat fees for certain types of legal analysis and advice, or a mix of both.

We Bring Cases Others Cannot

Because we are a boutique trial firm focused on high-stakes plaintiffs' cases, we have virtually no conflicts prosecuting cases against any institutional or corporate defendants. Moreover, because we are essentially self-funded and actually prefer a success-fee approach, there is never a budgetary impediment to bringing a case that we like. Consequently, we have the ability to bring cases that many other law firms cannot – such as cases against auditors, lawyers, banks, insurers, and *Fortune* 500 companies. We have gone up against each of the "Big Four" accounting firms, numerous *AmLaw* 200 law firms, and some of the largest banks in the world – and won.

Many of our clients are bankruptcy trustees, receivers, and offshore liquidators. These clients generally lack funding and look to us to self-fund the prosecution of their claims by bringing litigation on a success fee. At the same time, these types of clients prefer "one-stop shopping" when it comes to pursuing multiple related claims. Unlike other firms that might be conflicted out of (or simply unwilling to handle) certain claims, we can generally pursue all of a client's claims. In our experience, having one firm handle multiple cases on behalf of a client ensures consistency in case themes and theories and helps avoid a variety of potential pitfalls.

We Run Cases Leanly and Efficiently

Our philosophy is to staff and run each case as if we were the client, typically using a success-fee approach to align our interests with our clients. Unlike our opponents who employ cadres of lawyers focused on fee generation, we make decisions on staffing and expenditures based solely on what is required to prepare our cases for trial. Our number one goal is to attain the best outcome we can for our clients – as quickly as possible. Every step we take is directed at achieving an outcome, nothing else. Sometimes that means a favorable pre-suit resolution, sometimes that means winning at trial and multiple levels of appellate review. There is no one-size-fits-all solution, and we customize the right strategy for each client's specific situation.

We help our clients avoid unnecessary costs and procedures. We focus only on what is necessary. Because we are not hourly-fee lawyers, we focus only on the work that needs to be done in order to actually try (and win) the case.

We take only the necessary discovery. We avoid the undesired results of "over-litigating" a case. We focus discovery on the key issues in the case and pass on non-essential discovery that is not likely to further our client's ultimate goals.

We retain experts and jury consultants early. Our experience gives us the wisdom to know how to quickly get up the knowledge curve from the outset. Early retention of experts and jury consultants helps us develop our litigation strategy from the original negotiations and pleadings and to identify the themes that will resonate with the jury at trial. We then use those insights to direct our efforts, focusing on only the things that really matter.



Our Accomplishments

Reid Collins has recovered billions of dollars in judgments and settlements for its clients, having in the process built a national reputation for legal excellence coupled with relentless and ethical trial advocacy.

We have deep expertise with financially complex cases and have set meaningful precedent to protect investor rights and recoup losses for our clients. While many of our cases are resolved prior to public litigation, we have had many notable court victories. Some recent highlights of our work include:

Obtained a **\$40 million jury verdict for fraud against Credit Suisse** in 2014 which was affirmed by Texas Supreme Court. After multiple subsequent appeals, the trial court awarded our client Claymore Holdings a \$121 judgment (including interest) in June 2021.

Won a landmark U.S. Supreme Court decision in the *Merit Management* case, convincing the Seventh Circuit to reject decisions by five other circuit courts to establish new limits on the scope of Section 546(e) Safe Harbor defenses in the Bankruptcy Code. The ruling sent ripples throughout the world of corporate finance. About \$16 million was at issue in this case and now billions of dollars of fraudulent conveyance claims have been and are being reevaluated, including the Tribune Co.'s \$8 billion in transfers and Samson Energy's \$4 billion in transfers.

Obtained groundbreaking ruling from New York appellate court denying *in pari delicto* defense in accounting malpractice lawsuit on behalf of Joint Official Liquidators of AJW Offshore Ltd. This is the first reported decision in over a decade to narrow the scope of the *in pari delicto* defense as applied to overvalued investment funds and other types of fraudulent conduct. Significant because professional services firms often try to assert this defense to claims arising from corporate frauds and bankruptcies.

Defeated motion to dismiss which led to confidential settlement in **\$300 million legal malpractice lawsuit** against Brown Rudnick related to Lyondell bankruptcy.

Secured \$21.5 million settlement of D&O claims against Ron Burkle and others in the *Fresh & Easy* case — won TRO against corporate insiders and settlement doubling creditor recovery.

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Obtained a proposed settlement of at least \$300 million to resolve derivative litigation on behalf of Renren, Inc. (Settlement approval hearing scheduled for December 9, 2021.) Action alleges misappropriation of the company's billion-dollar investment portfolio by the CEO, certain directors, and other insiders, including Softbank. The case and its reported decisions established law in New York relating to derivative standing under Cayman law. This action held foreign companies and actors accountable for fraud and wrongdoing in a global marketplace.

Recovered hundreds of millions of dollars in fraudulent claims – including \$50 million in *Dreier*, \$23.5 million in *Central Grocers*, and \$20 million in *Agape*.

Tried to judgment a fraudulent transfer case against a former Gambino crime family member in the *USA Capital case*.

Recovered hundreds of millions of dollars in D&O settlements including *Belle Food*, *Rhythm & Hues*, and *OCZ Technology* cases.

Successfully pursued \$1 billion in D&O claims in *GT Advanced Technologies*, a high-profile case involving a failed contract with Apple, which resulted in a series of criminal and regulatory investigations.

Served as counsel for trustees and liquidators in some of the most intricate financial fraud cases, including *Enron* and *LJM2*.

Obtained a \$63-million settlement to resolve claims by the Commonwealth of Virginia under the Virginia Fraud Against Taxpayers Act against several large banks related to the sale of residential mortgage-backed securities.

Prior results do not guarantee a similar outcome.



Our Practice Areas

Our complex commercial litigation areas of practice include:

Legal Malpractice

One of our calling cards is our success with claims against law firms for wrongdoing. A national leader in this space, Reid Collins attorneys have pursued legal malpractice actions against more than two dozen *AmLaw* 200 firms, as well as numerous other regional firms. Arising from legal work gone awry in both transactional and litigation matters, we have successfully pursued a wide variety of claims against law firms. Some of the misconduct the defendant law firms are alleged to have committed includes: failure to file claims within the statute of limitations, negligent drafting of multimillion-dollar loan documents, failure to report fraud to a company's independent directors, engaging in conflicted representations of multiple parties, overbilling of clients in connection with internal investigations, provision of erroneous advice on federal and state securities laws, and provision of negligent tax advice.

In addition to traditional legal malpractice cases, Reid Collins also has pursued claims against law firms for aiding and abetting fraud, breach of fiduciary duty, conspiracy to defraud, negligent misrepresentation, and even aiding and abetting violations of the Alien Tort Statute in one case. Furthermore, we have handled multimillion-dollar claims on behalf of bankruptcy trustees to recover fraudulent and preferential transfers made to law firms prior to bankruptcy.

Accounting Malpractice

Reid Collins has significant experience prosecuting professional malpractice claims against accounting firms in a wide variety of contexts. In federal and state courts across the country, we represent bankruptcy trustees, offshore liquidators, hedge funds, and other institutional clients in litigation against auditors. We have pursued claims against each of the "Big Four" accounting firms, as well as numerous other regional firms.

In the complex financial cases we pursue, we often see auditor failure in detecting and reporting internal weaknesses to boards, assuring accurate financial reporting, and performing proper fraud risk assessments. We have the know how to plead claims against auditors to overcome some of the frequent hurdles present in these cases, including proximate causation and damages. Several of our lawyers are CPA's or former accountants. And we work with some of the country's leading accounting experts throughout the entire case—from pleading to trial—to prove that the auditor's negligence was the cause of our client's losses.

In addition to malpractice cases, we have pursued accountants for negligent misrepresentation, aiding and abetting fraud, and aiding and abetting breach of fiduciary duty.

Director & Officer Liability

Reid Collins brings claims against directors and officers for conduct ranging from negligent breaches of fiduciary duty to intentional fraud. We have litigated over a billion dollars in D&O claims in courts across the country, obtaining judgments and favorable settlements for our clients.



Our deep experience navigating D&O litigation allows us to put our clients in the best position to recover losses caused by the failures of corporate leadership. From the outset of each case, we focus on how to establish the most favorable standards and burdens of proof to govern our client's lawsuit and how to avoid common defenses like the business judgment rule and exculpatory clauses in the governing corporate documents.

Our core tenet at Reid Collins is pragmatism – we focus only on what is the most practical way to achieve each client's goals. In our D&O Liability practice, this means we recognize the reality that the company's errors and omission insurance may be the only collectible source of recovery for our clients. And so, not only do we focus on developing claims that can succeed at trial, but, from the start, we are also mindful of putting our clients' claims in the best position to be covered by defendants' insurance.

Fraudulent-Transfer Claims

Reid Collins is a groundbreaker in fraudulent-transfer litigation. Section 546(e) of the United States Bankruptcy Code has long improperly shielded wrongdoers from accountability. Over more than two decades, others lost countless cases in numerous circuit courts across the country due to this "safe harbor" defense. In *FTI Consulting, Inc. v. Merit Management LP*, Reid Collins formulated a plan to create a circuit split on the § 546(e) safe harbor by filing the trustee's lawsuit in the Seventh Circuit, which had yet to consider the defense, and the firm's innovative arguments there led the Seventh Circuit to issue a landmark ruling limiting the scope of § 546(e). Reid Collins then defended this ruling before the United States Supreme Court, which issued a unanimous ruling affirming the Seventh Circuit's opinion.

Reid Collins is now on the forefront of the public policy and legal debate concerning whether § 546(e) preempts state law fraudulent-transfer claims. In addition to the claims it is pursuing for its clients, the firm recently represented a group of prominent bankruptcy trustees as *amici curiae* before the United States Supreme Court in the *Tribune* case.

Reid Collins is pursuing fraudulent-transfer claims seeking hundreds of millions of dollars in recoveries in several bankruptcy courts across the country. The firm also has experience handling complex preference lawsuits, including preference claims involving millions of dollars in transfers.

Bankruptcy and Receivership Litigation

We have extensive experience representing bankruptcy trustees, receivers, litigation trustees, and creditor committees in bankruptcy-related litigation.

We have served as litigation counsel to trustees and receivers in numerous bankruptcies and receiverships across the country involving billions of dollars of losses, including: Adeptus Health, Agape World, Boston Generating, Brooks Brothers, Centaur, Central Grocers, Cornerstone Ministries, Doral Financial, Enron/LJM2, Fresh & Easy, GT Advanced Technologies, Horizon, InverWorld, Lyondell Chemical, Neogenix Oncology, OCZ Technology, Pali Capital, Rhythm & Hues, Seahawk Drilling, SFX Entertainment, Thelen, Tom Petters, Trevor Cook, and USA Capital.

As part of our bankruptcy work, we have pursued claims against law firms, accounting firms, Directors and Officers, recipients of fraudulent transfers and other responsible parties.



Cross-Border and Offshore Insolvency Litigation

Reid Collins has been representing offshore insolvency professionals for over a decade, assisting them in their pursuit of third-party claims against insiders, law firms, accounting firms, and banks based in the United States. We have worked on cases with parallel proceedings in the Cayman Islands, British Virgin Islands, Anguilla, Antigua, Hong Kong, Bermuda, Italy, the United Kingdom, Uruguay, Mexico and Argentina. Through our membership in INSOL and our work in cross-border cases over the years, we have developed an international network of working relationships with lawyers, liquidators, accountants, and experts in this area.

We have been involved in many prominent cross-border cases, including matters involving Bear Stearns, AJW Group, American Pegasus, Celtic Pharma, Fletcher Asset Management, ICP Asset Management, Inverworld, Maven Insurance, White Oak, Ocean Rig, Parmalat, Refco/SPhinX, Stanford International Bank, Suntech Power, and Trade & Commerce Bank. We have an appreciation and understanding of the comparative law issues that arise in cross-border litigation, and we know how to plead these cases to avoid the many pitfalls. Indeed, we are one of the few U.S. firms to have successfully brought claims under foreign insolvency laws, such as the Cayman Companies Law, in the United States. We also know how to follow the money when it crosses over foreign borders and to find the best jurisdiction in which to prosecute claims or recover assets.

As part of our cross-border practice, we often file Chapter 15 proceedings in the United States on behalf of offshore liquidators. We have handled multiple Chapter 15 cases, including those for Saad International Bank, ICP Strategic Credit Income Master Fund, and Tibanne Co. We also have handled matters arising out of Chapter 15 cases, including representing a creditor in the Chapter 15 case relating to Ocean Rig.

Our Chapter 15 practice provides many advantages that other firms cannot offer. We generally include Chapter 15 recognition proceedings and related work as part of an alternative-fee or contingency-fee arrangement. Once we file the Chapter 15 case, we utilize the broad bankruptcy discovery rules to collect documents and analyze claims. Further, because our practice keeps us free of most of the conflicts many other firms face, we can bring claims against targets that other firms often cannot pursue, such as banks, audit firms, and law firms. We believe our approach to Chapter 15 proceedings helps optimize the litigation assets of offshore liquidations and minimize the costs of administration to estates.

Our attorneys also have served as experts on U.S. law in connection with offshore proceedings. For instance, our attorneys served as experts on U.S. insolvency in the SPhinX proceedings in the Cayman Islands, and we continue to advise the liquidators of Stanford International Bank on aspects of U.S. law in connection with claims being pursued in Antigua.

As part of our work for offshore liquidators, we have pursued claims against:

- Law Firms
- Accounting Firms
- Directors and Officers
- Recipients of Fraudulent Transfers
- Other Responsible Parties



Shareholder Appraisal Rights

Reid Collins represents hedge funds, family offices and mutual funds in shareholder appraisal rights matters. The Appraisal Rights Practice at Reid Collins is unique among plaintiff firms because it is a fully integrated, global platform for dissenter rights. The team investigates and litigates dissenter rights matters for investors in every jurisdiction around the world which recognizes appraisal rights.

Our lawyers have been litigating appraisal rights cases for almost a decade and have recovered hundreds of millions of dollars on behalf of our clients. We are able to leverage a deep knowledge base that comes from litigating all manner of fiduciary duty matters alongside an unparalleled aptitude for understanding valuation and the capital markets within the context of a merger or sale. Coupled with resources that extend well beyond U.S. borders, the Appraisal Rights Practice at Reid Collins is uniquely situated to partner with its clients to pursue claims off-shore and around the world.

Presently, Reid Collins investigates and represents clients seeking appraisal rights with respect to hundreds of millions of dollars in holdings in Chinese corporations looking to delist from U.S. exchanges and relist locally. Since the onset of this trend years ago, Reid Collins has positioned itself like no other firm among its peers to achieve the best results for its clients

Whistleblower (qui tam) Litigation

Our lawyers have substantial experience representing whistleblowers who take the bold step to report fraud committed against governmental entities, including both state governments and the U.S. federal government.

We have represented whistleblowers in exposing schemes including sophisticated securities fraud against governmental pension funds, Medicare and Medicaid fraud by hospitals and skilled nursing facilities, and even intentional cybersecurity exposures by governmental contractors. And now, after the many government programs initiated in response to COVID-19, whistleblowers will be instrumental in ensuring that businesses that took advantage of those programs did so legitimately.

If your employer, business partner, or someone you know is defrauding the government through wrongful business practices or transactions, our lawyers can assist when you are ready to take a stand for what is right and expose fraud. These matters are initially filed under seal and provide governmental entities (and thus taxpayers) with the opportunity to recoup damages resulting from financial fraud. Whistleblowers who meet the statutory requirements are entitled to financial awards for their role in exposing matters that lead to a successful recovery by the government.



Industry Recognition

Award-Winning Business Litigation Firm and Litigators

Founded in 2009, we have grown quickly and are widely recognized as one the top trial boutiques in the nation. In addition, our attorneys have been honored with numerous industry recognitions. Below is a selection of some of the prestigious recent firm and individual honors bestowed upon the team, based on detailed peer and industry interviews, as well as extensive independent research.

National Boutique / Specialty Department of the Year – Finalist

The American Lawyer Industry Awards - 2021

U.S. Plaintiff Firm of the Year – Finalist

Benchmark Litigation – 2021, 2020, 2019

U.S. Top Boutique Law Firm

Benchmark Litigation - 2021, 2020

U.S. Business Torts Law Firm of the Year

National Law Journal “Elite Trial Lawyers” 2021

Top 10 Plaintiffs Firm in America

Benchmark Litigation 2021, 2020, 2019

Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law (National, Texas, and New York City rankings)

U.S. News - Best Lawyers® Best Law Firms 2021

Texas Firm of the Year – Finalist

Benchmark Litigation – 2021, 2020

U.S. Bankruptcy and Commercial Litigation Law Firm of the Year

National Law Journal “Elite Trial Lawyers” 2020

U.S. Bankruptcy Law Firm of the Year

National Law Journal “Elite Trial Lawyers” 2019

Top 20 Trial Firm in America

Benchmark Litigation 2019

U.S. Financial Institutions Litigation Firm of the Year

National Law Journal “Elite Trial Lawyers” 2016

Litigation Boutiques Hot List

National Law Journal

Top Litigation Firm

Chambers USA

Litigation Department of the Year – Finalist

Texas Lawyer





Benchmark Litigation U.S. Plaintiff Attorney of the Year 2020 and Finalist 2021

William T. Reid IV

Benchmark Litigation Stars (Texas)

Marc Dworsky, Eric D. Madden, William T. Reid IV, Gregory S. Schwegmann

Law360 Titan of the Plaintiffs Bar

William T. Reid IV

Chambers USA Leading Lawyers

Eric D. Madden, William T. Reid IV, Lisa S. Tsai

Best Lawyers In America®

Eric D. Madden, William T. Reid IV, Lisa S. Tsai

Lawdragon Top 500 Plaintiff Financial Lawyers in America

Craig A. Boneau, Josh J. Bruckerhoff, Rachel S. Fleishman, Jonathan Kass, J. Benjamin King, Eric D. Madden, Nathaniel J. Palmer, William T. Reid IV, Gregory S. Schwegmann, Lisa S. Tsai, Jeremy Wells, Michael Yoder

Benchmark Litigation Top 100 Trial Lawyers in America

William T. Reid IV

Lawdragon 500 Leading Lawyers in America

Eric D. Madden, William T. Reid IV, Lisa S. Tsai

Benchmark Litigation “40 & Under” Hot List

Joshua J. Bruckerhoff, Brandon V. Lewis, Nathaniel J. Palmer, Jordan L. Vimont, Jeremy Wells, Michael Yoder

National Law Journal Plaintiffs’ Trailblazer

William T. Reid IV

Lawdragon Top 500 Plaintiff Lawyers in America

Craig A. Boneau, Josh J. Bruckerhoff, Rachel S. Fleishman, Eric D. Madden, Nathaniel J. Palmer, William T. Reid IV, Lisa S. Tsai

National Law Journal “Elite Trial Lawyers” Rising Stars of the Plaintiffs’ Bar

Josh J. Bruckerhoff, Nathaniel J. Palmer, Michael Yoder

Lawdragon Top 500 Leading Global Restructuring & Insolvency Lawyers

Eric D. Madden, William T. Reid IV

AmLaw Litigation Daily Litigator of the Week

William T. Reid IV, Lisa S. Tsai

Lawdragon Top 500 Leading U.S. Bankruptcy & Restructuring Lawyers

Eric D. Madden, William T. Reid IV

Texas Lawyer Trailblazer

William T. Reid IV



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