

2009
Annual
Review

strategically sound

MITCHELL | WILLIAMS

Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.

While difficult economic factors over the last 12 months have provided great challenges to businesses around the world, the firm's strategically-sound planning and diversified portfolio of represented industries have resulted in another year of continued success and sustainable growth for Mitchell Williams.

Complexity often requires collaboration, which is why our integrated, team-based approach to doing business has enabled our legal professionals to attain significant accomplishments for our clients, despite the uncertainty of the economic cycle.

During the firm's planning retreat in February, we made collaboration our first priority, discussing value-added ways in which we can provide clients with enhanced counsel through our collective experience and in-depth knowledge of their businesses, industries and competitive landscapes. Collaboration will continue to be one of our core strengths and an ongoing strategic focus of the services we provide.

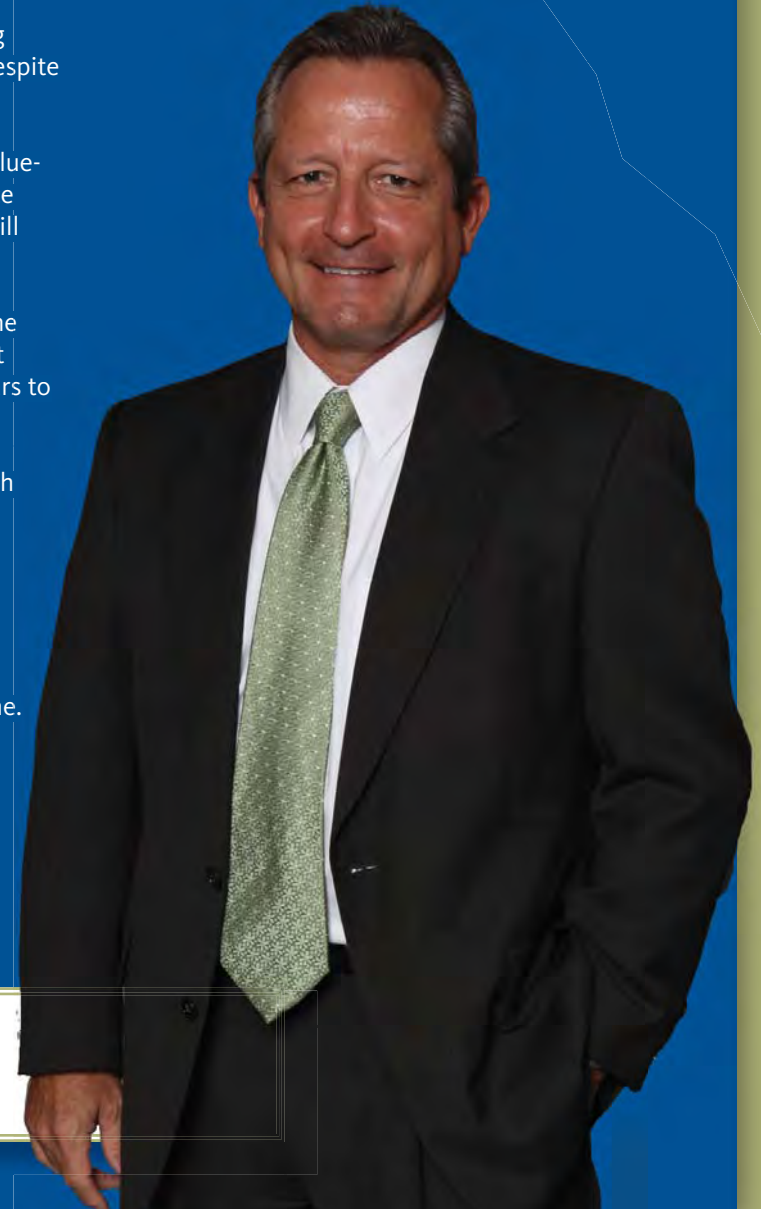
This year also marks the 55th anniversary of the establishment of our firm on January 1, 1954. Over the past five-and-a-half decades we have been fortunate to have played a role in some of Arkansas' most significant transactions and legislation. We look forward to seeing the growth and expansion for years to come, attributed, in part, to your continued confidence and trust in our firm.

Regardless of economic challenges, we remain committed to giving back to our communities through financial contributions and pro bono services. Our 2009 Take Time To Give initiatives are focused primarily in assisting the Arkansas Foodbank Network in the fight against hunger. More about these efforts are detailed in the following pages.

Our firm is positioned for continued progress and success as we turn our focus to 2010. As always, I thank you for your part in helping us achieve our goals. We are proud to serve as your advocates and partners and look forward to serving as your preferred counsel for many years to come.



Harry Hamlin, Managing Director



Dear Valued Clients and Friends

Firm Highlights: Award & Recognition Highlights

The 2009 edition of Chambers USA: *The World's Leading Lawyers for Business* recognized Mitchell Williams for the quality of its legal work in Arkansas in four practice areas: corporate/commercial, real estate, labor and employment and general commercial litigation. In addition, 14 individual attorneys were recognized in their fields of practice:



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John K. Baker, C. Douglas Buford, Jr., W. Christopher Barrier, R.T. Beard, III, Byron Freeland, Allan Gates, Kathlyn Graves, Harold W. Hamlin, John Alan Lewis, Walter May, Anne S. Parker, Lyn P. Pruitt, John S. Selig, and Leigh Anne Yeargan

Fifteen attorneys were included in the annual listing of the 2009 publication of **Mid-South Super Lawyers** (a publication of Key Professional Media, Inc.). Two of the 15 Mitchell Williams attorneys listed — **R.T. Beard, III** and **Kathlyn Graves** — were also included in the publication's 2009 list of "Top 50 Super Lawyers for Arkansas. Additionally, three of the 15 lawyers were also included in the publication's 2009 list of "Rising Stars"— **Michelle H. Cauley, Jeffrey L. Singleton** and **Jeffrey L. Spillyards**.

Other attorneys listed as 2009 *Mid-South Super Lawyers* are: **W. Christopher Barrier, Sherry P. Bartley, Steve Bauman, Byron Freeland, Allan Gates, M. Samuel Jones III, Stuart P. Miller, Lyn P. Pruitt, John S. Selig, and Jean D. Stockburger**.

Lyn P. Pruitt, senior litigation attorney for Mitchell Williams, was recognized in December by two of the industry's most prestigious legal listings: The **2008**

International Who's Who of Product Liability Defense Lawyers and the **2009 Guide to the World's Leading Product Liability Lawyers**. Both honors are obtained through a nomination process led by clients and professional peers.

Thirty-eight Mitchell Williams attorneys were included in the annual listing of the publication **Best Lawyers in America® 2009** (published by Woodward/White, Inc., Aiken, SC). Additionally, Mitchell Williams was listed first in Arkansas by the publication in the areas of Administrative Law, Corporate Law, Environmental Law, Government Relations Law, Land Use & Zoning Law, Mass Tort Litigation, Personal Injury Litigation, Real Estate Law, and Securities Law.



John K. Baker	Hermann Ivester
W. Christopher Barrier	M. Samuel Jones III
Sherry P. Bartley	Walter E. May
Steve Bauman	Lance R. Miller
R. T. Beard III	Stuart P. Miller
C. Douglas Buford, Jr.	T. Ark Monroe III
Burnie Burner	Marshall S. Ney
Frederick K. Campbell	Lyn P. Pruitt
Michelle H. Cauley	Christopher T. Rogers
Charles B. Cliett, Jr.	John S. Selig
Ken Cook	Jeff Singleton
Betty DeLargy	Stan D. Smith
Jeffrey H. Dixon	Jean D. Stockburger
Doak Foster	Marcella J. Taylor
Byron L. Freeland	Jeffrey Thomas
Allan Gates	Nicholas Thompson
Kathlyn Graves	William H. L. Woodyard III
Harold W. Hamlin	Walter G. Wright, Jr.
Donald H. Henry	Leigh Anne Yeargan

Attorney **Kathy Reyes** was competitively selected to the Foundation for Women's Resources program's **Leadership Texas** Class of 2009. The year-long program intends to broaden participants' perspectives on Texas by exploring five Texas cities and receiving cutting-edge information from renowned experts, government officials and other leaders to positively inform their work and community for years to come.



Attorney **Anthony W. Juneau** was elected Chair of the **Young Lawyers Section for the Arkansas Bar Association** at the organization's Annual Meeting in June.

Litigation attorneys **John K. Baker** and **Jeffrey L. Singleton** were selected for inclusion in the 2009 "**Forty Under Forty**" class by *Arkansas Business*. Additionally, the *Northwest Arkansas Business Journal* named business attorney **Jill Grimsley Drewyor** to its 2009 class. According to the publications, the honorees were selected based on their impact to the firm and their community, and for the leadership potential they show in business or politics during the next decade.

Soirée magazine, Little Rock's premiere philanthropy, society and culture publication, named Mitchell Williams attorneys **Meg Johnston** and **Cristina Monterrey**, and firm Director of Marketing and Public Relations **Andrea Smalec** to its "**Women To Watch in 2009**" list.



Sustainability Practice

Sustainability touches every person and every industry and is changing the way individuals, companies and lawmakers make day-to-day decisions. To stay competitive, businesses of all sizes must embrace the concepts of environmental integrity and social responsibility. Further, configuring a business or process to qualify for various governmental incentives or credits can be critical. In an effort to help our clients stay ahead of the curve in all areas of business within this rapidly changing legal and regulatory environment, Mitchell Williams proudly announced the launch of a new Sustainability Practice in August.

The highly-integrated team of attorneys uses a multi-disciplinary approach to providing effective legal advice, drawing on members

from the firm's environmental, real estate, energy, business and finance, corporate, utility, intellectual property, and tax practices.

In addition to providing counsel on a wide array of issues that arise in connection with the generation and distribution of renewable and alternative energy resources, reuse or recycling of wastes or by-products, LEED-certifications, other "green" real estate development projects, and the development and financing of new sustainability technologies, the firm's attorneys also help clients evaluate current policies and standards, manage emerging risks, navigate climate change regulations, understand and benefit from emissions trading programs, audit current practices and develop new sustainability initiatives.

The group's collective experience provides commercial, regulatory and litigation support for the following services:

- Biodiesel refinery development
- Renewable energy technology
- Economic development and government incentives
- Green leasing, financing, acquisitions, and sales
- Land use, entitlements, and repositioning of projects
- Environmental due diligence, permitting, audits, and compliance
- Brownfields redevelopment and incentives and Superfund laws
- Storage tank clean-up and Trust Fund laws
- Procurement law and government contracts
- Environmental infrastructure project development, including water supply and wastewater facilities, contaminated sediment dredging projects and material recovery facilities
- Energy infrastructure project development, including solar, wind, hydroelectric, and biofuel
- Government affairs and public policy including drafting legislation involving recycling, solid waste, and redevelopment
- Construction and real estate litigation, and dispute resolution
- Carbon audits, offsets, and investments in new carbon markets
- Real estate and construction-related "Green building" and LEED certification issues, including design, leasing, marketing, insurance and risk management
- Tax incentives including conservation easements and recycling tax credits
- Landfill methane gas rights agreements
- Beneficial reuse of by-products generated by manufacturing/energy facilities such as power plants, cement manufacturing facilities, steel mills and scrap processors
- Permitting of waste fuel manufacturing processes using hazardous waste, tires and solid waste

Mitchell Williams Launches White Collar Group with Help from Former U.S. Attorney

In January, Mitchell Williams launched a new Government Investigations, Enforcement and White Collar Crime practice led by Former U.S. Attorney Robert C. Balfe.

Providing comprehensive counsel to companies, partnerships, boards of directors, special litigation committees, government agencies and individuals, the group assists in-house counsel with internal corporate and government investigations,

including matters involving white collar criminal prosecutions, immigration, fraud, false claims, and commercial and private litigation.

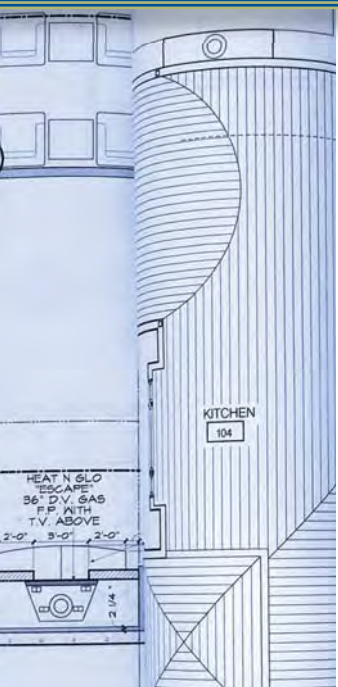
The practice is comprised of former government prosecutors and litigators who maintain close working relationships with key officials in law enforcement, the Department of Justice, and the enforcement branches at federal agencies. Team members also advise

audit committees and individual corporate directors regarding fiduciary responsibilities, Sarbanes-Oxley compliance, financial reporting obligations, often act as enforcement counsel for companies under investigation by the DOJ, FBI, Securities and Exchange Commission, Congressional committees, state and federal grand juries, Internal Revenue Service, New York Stock Exchange and the various Offices of Attorneys General.



Balfe served four years of public service in the U.S. Attorney's office for the Western District of Arkansas before stepping down in December. He directed the prosecution of federal crimes including mail and wire fraud, public corruption, child pornography, firearms violations, narcotics trafficking, corporate fraud, and terrorism financing.

Rogers Office Expansion



Mitchell Williams announced the completion of new construction on its Rogers office location in August, signaling the firm's continued commitment to growth in the state.

Nearly doubling its capacity, the expansion encompasses approximately 9,000 sq. ft. accommodating six new offices and additional meeting space.

"The firm's growth plans for Rogers are aggressive, and the office expansion is evidence of the firm's success thus far," said Managing Director Harry Hamlin. "Our new

space demonstrates our dedication to the area and our long-term plans for expansion in the northwest Arkansas region, even in the midst of challenging economic times."

In addition to the new construction, one of Mitchell Williams' senior litigators, Leigh Anne Yeargan, moved from the firm's Little Rock office to Rogers, establishing a local presence for Mitchell Williams' labor and employment law services.

The addition of Yeargan and the labor and employment practice to the Rogers office

will expand Mitchell Williams' menu of local corporate, transactional and litigation services for clients in Northwest Arkansas and the region. Yeargan leads the firm's Labor and Employment Team.

"We have the right attorneys with the right expertise to build long and successful relationships with our clients in the area and will continue to look for strategic ways to bring our cost-effective counsel and expertise to the region." Hamlin said.

Honoring Our Past
and Our Future:
Mitchell Williams
Celebrates
55
Years

Since its inception in 1954, Mitchell Williams has enjoyed substantial growth over its 55-year history. The beginnings of our firm are strongly rooted in the values, ambitions and tradition of excellence of one of our founders, H. Maurice Mitchell — a business leader who has become one of Arkansas' most distinguished attorneys and philanthropists.

The Beginning

Mitchell graduated from law school in 1948 and was licensed to practice law in February of 1949. On track to what would become a successful legal career spanning more than five decades, Mitchell's course was soon interrupted when, while studying for the bar, he was informed that his previously-filed application with the Alcohol and Tobacco

Tax Unit of the Internal Revenue Service had been accepted. Mitchell upheld his commitment and accepted the job as an agent with the IRS.

After chasing down bootleggers in the Ozark Mountains for only a short period of time, Mitchell decided to leave his position with the IRS to return to his passion for practicing law. Mitchell applied for and was appointed to the position of Assistant Attorney for the Arkansas Revenue Department by then Governor Sid McMath.

On April 1, 1951, Mitchell opened his own office in the Pyramid Building in downtown Little Rock — a place where most lawyers who were actively engaged in the full-time practice of law were located. Armed with only a manual typewriter, a telephone and no secretary, Mitchell soon received an invitation that put him on the path to his success.

In 1952, Little Rock visionary Rodney Parham and his son invited Mitchell to share offices





with them, which allowed him the luxury of a part-time secretary. After being elected to the Chancery Court, Parham then arranged for a more experienced lawyer to share an office with his son, but, at the same time, arranged for Mitchell to share offices with local attorney Henry Spitzberg who became one of the founding partners of what is today known as Mitchell Williams.

The Era of Growth

In 1953, Mitchell's long time friend, Steele Hays, graduated from George Washington University Law School and was working in the office of his father, Congressman



Brooks Hays. Mitchell urged Hays to come to Little Rock and share offices with him. Hays accepted his offer and joined Spitzberg, Mitchell and well-known utility attorney, P. A. Lasley. After a few months of sharing offices, Mitchell suggested the formation of a firm.

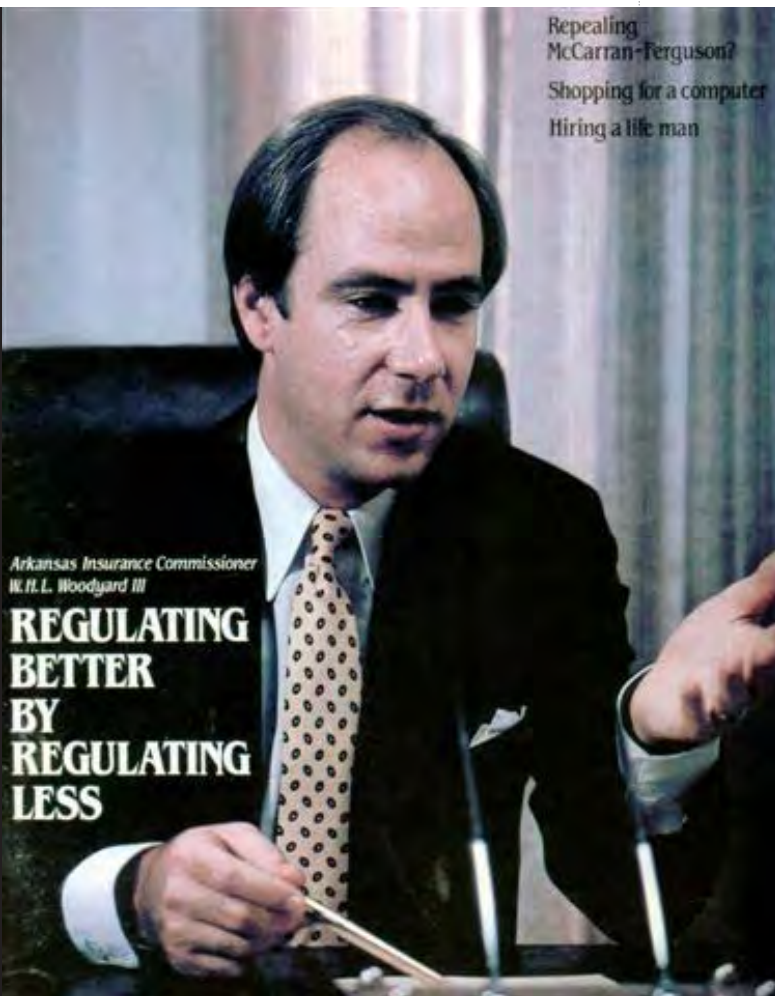
On January 1, 1954, the firm was created under the name Lasley, Spitzberg, Mitchell & Hays.

Lasley left the firm in 1956 to become associated with another utilities lawyer. Spitzberg ceased

active practice in 1973 after suffering a stroke two years earlier, but continued to be of counsel to the firm until his death in 1990. Hays left the firm in 1979 to become a judge on the Arkansas Court of Appeals, and was elected to the Arkansas Supreme Court in 1980 where he served with distinction for 14 years.

In 1979, Allan Gates, former law clerk to U.S. Court of Appeals Eighth Circuit Chief

P. A. LASLEY, HENRY E. SPITZBERG
H. MAURICE MITCHELL AND STEELE HAYS
ANNOUNCE THE FORMATION
OF A PARTNERSHIP FOR THE
GENERAL PRACTICE OF LAW
UNDER THE FIRM NAME OF
LASLEY, SPITZBERG, MITCHELL & HAYS
821 PYRAMID LIFE BUILDING
LITTLE ROCK, ARKANSAS
JANUARY 1, 1954



Judge Pat Mehaffy and U.S. Supreme Court Associate Justice Harry A. Blackmun, left an environmental law practice in Washington, D.C. to join Mitchell.

In 1980, the firm of Williams, Selig & Sayre merged with Mitchell's firm. This merger brought four additional lawyers, Richard A. Williams, John S. Selig (former Arkansas Securities Commissioner), Eugene G. Sayre, and Jean D. Stockburger, which added a thriving tax, corporate, and securities practice to the firm.

In 1983, former Arkansas Insurance Commissioner, William H.L. Woodyard, III, joined the firm, and the Insurance Regulatory Practice Group was created.

In 1991, the firm officially changed its name to **Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.** as it is today.

In 1992, Ernie Lawrence of Bentonville, Arkansas, merged his practice with the firm, creating an office in Rogers, Arkansas. In 1997, the merger of Ivester & Camp brought three additional lawyers, Hermann Ivester, Robbie Camp and Stan D. Smith.

In 1998, the firm moved its offices to the TCBY Tower, now known as the Metropolitan National Bank Tower, and occupied the 17th, 18th and 19th floors where it is headquartered today.

In 2007, the firm announced its first expansion into Texas with the opening of a third office in Austin. The office saw further growth in July 2008, when it joined with the long-time insurance regulatory and litigation firm of Long, Burner, Parks & DeLargy, PC.

Now known as **Mitchell Williams Long Burner** in the Lone Star state, the strategic move allowed the firm

to enhance our service offerings for the hundreds of insurers, healthcare organizations, corporations, financial institutions, trade associations, legislators, and state regulators we represent.

In the same month, Barry G. Skolnick joined Mitchell Williams' Insurance Regulatory practice, giving the firm its first New York presence.

The Firm of Today

Providing strategic counsel on the challenges facing companies in today's global marketplace, the attorneys of Mitchell Williams bring together decades of diverse professional experience and extensive relationships to offer clients across the United States the most comprehensive services possible. The firm employs 75 attorneys from offices in Arkansas, Texas, and New York.

A Conversation with Firm Founder and Arkansas Legal Legacy: H. Maurice Mitchell

Q: What has surprised you most about the legal industry?

A: When I began practicing law in 1951, most of the attorneys in Little Rock that were engaged in the active practice of law were located in the Pyramid Building. After I opened my office there, I was surprised and pleased to learn of the collegiate camaraderie between most lawyers. If I had a question about law or its practice, I always felt free to discuss it with other lawyers in the building. They were most generous with their time and advice.

Q: What has been the most rewarding about your practice?

A: While I have enjoyed practicing in several different fields of the law, the most rewarding to me is the sense of accomplishment in the organization or reorganization of business associations. It is still a pleasure for me when I see one of these organizations, or its successor, continuing to succeed in business today.

Q: Where do you see things headed in the industry in the next 10 years?

A: I believe the electronic communication will continue to improve. To what extent, I cannot even hazard a guess. I would never have predicted as

much progress as has occurred in the last ten years. I think the next ten years will see a further increase in the time that a lawyer may work from home, but I do not see the abandonment of offices. There may be fewer individual offices, but proportionately more conference rooms.

Q: What is the one piece of advice you would offer the next generation of counselors above anything else?

A: My best piece of advice is to be prepared. Over my years in the practice, I have seen numerous clients lose because their attorney was not adequately prepared. I would also recommend that you give part of your time to the betterment of your community. It will not only make you feel good about helping others, but it will give you a sense of purpose for your life.

2009 Educational Opportunities



Today's legal and corporate environments are complicated and rapidly changing. Mitchell Williams' attorneys sponsor seminars, forums and other events to help our clients remain knowledgeable about issues, allowing them to make informed business decisions. Here are just a few from this year:

Tax Seminar

Mitchell Williams conducted its 17th Annual Tax Seminar at the end of last year, providing certified public accountants (CPAs), trust officers, financial planners, and tax attorneys with a comprehensive learning opportunity focused on topics such as qualified retirement plans and IRAs, taxation of the family farm, family limited partnerships, probate avoidance, ethics and recent developments in tax laws.

Commercial Lending Seminar

Arkansas banking officers received

the latest information on key issues, policies and requirements related to their profession, as well as industry trends and best practices, at the 2009 Mitchell Williams Commercial Lending Seminar in May. Designed for those involved with the origination, servicing or collection of commercial and consumer loans, participants in Central and Northwest Arkansas attended the three-session, comprehensive learning opportunity which focused on topics such as commercial loan documentation, banking regulation, bankruptcy and foreclosure issues, and consumer confidentiality.

Employment Seminar

In January, senior members of Mitchell Williams' Labor & Employment practice presented human resource directors throughout the state with information relevant to their evolving industry. Presentations offered updates and information on matters in the areas of compliance, discrimination, immigration, sexual

harassment, state and federal procedures and investigations.

Legislative Seminar

The firm's Austin office presented its annual Legislative Seminar in June at the InterContinental Stephen F. Austin Hotel. Participants received information on the many legislative changes affecting the insurance industry, with specific information on the legal impact and implementation of those changes. Attorneys and insurance professionals were also provided Texas compliance updates and information on developments in Texas case law. Mitchell Williams Long Burner conducted the educational opportunity in partnership with Southwestern Insurance Information Service.

Committed To Diversity

Mitchell Williams is committed to developing and maintaining a diverse work force through the recruitment, retention and advancement of talented and motivated women and men from all ethnic, racial, and religious backgrounds. We believe that diversity strengthens our firm and promotes an atmosphere of unity and inclusion, which allows us to retain first-rate lawyers and provide better service to our clients in today's changing global economy and communities.

This year, Mitchell Williams was named a *Litigation Counsel of America Diversity Partner*. The firm also supports financially, and through the participation of our lawyers, many local and national diversity initiatives, such as:

National Bar Association	United Negro College Fund Arkansas
Hispanic National Bar Association	University of Arkansas at Little Rock Bowen School of Law Black Law Student Association
Arkansas Bar Association's Commission on Diversity in the Practice of Law (charter member)	University of Arkansas at Little Rock Bowen School of Law Hispanic Law Student Association
Executive Women in Texas Government	Women's Foundation of Arkansas
100 Black Men of Greater Little Rock	Hispanic Bar Association of Austin, Texas
Arkansas Black Hall of Fame	S.T.A.N.D. Foundation
Arkansas Democrat Black Caucus	
Foundation for Women's Resources (Leadership Texas)	

Our Global Reach



Mitchell Williams is the exclusive Arkansas member of TerraLex®, one of the largest global networks of independent law firms. Members make up a worldwide network of 15,000 attorneys in more than 155 top independent law firms located in 100 countries and 44 states.

Our membership in TerraLex® enables us to better serve our clients' international interests from Canada to China and all points between. Through our participation in the organization for more than ten years, our clients obtain quick access to lawyers with the right regional connections and depth of jurisdictional knowledge.

Mitchell Williams Attorneys and Staff **Take Time To Give In 2009**

We believe it is our essential responsibility to play an active, positive role in the communities in which we work and live, and because of this, we are dedicated to strengthening organizations that support and educate our neighbors.

Engaging in service activities with those central to providing social and cultural programs that enrich the experiences of residents living in the community, or which serve the charitable needs of the community as a whole, Mitchell Williams' Take Time To Give initiative provides a vehicle for thousands of hours of volunteerism, leadership and advocacy and has embraced more than 150 organizations throughout Arkansas and the region since its formal launch in 2004.

The firm lends support through financial contribution and pro bono services to civic and charitable organizations advocating diversity, the arts, education, health care, youth mentoring, literacy, and other similarly-focused programs. Our attorneys and staff also invest thousands of leadership hours annually, serving on boards and committees for numerous foundations and charitable events.

In 2009, the firm named the **Arkansas Foodbank Network** as its primary annual charity. The organization received a contribution of \$25,000 on behalf of the firm's attorneys and staff in addition to participation in the annual National Association of Letter Carriers Food Drive and Today's THV Summer Cereal Drive: Business Edition. Volunteer efforts are ongoing throughout the year.



Arkansas Foodbank Network & The Fight Against Hunger

Almost half a million Arkansans live in poverty, many of whom are struggling with hunger on a daily basis. Hunger does not know age, race or gender. Often those who are affected are hard-working adults, children and seniors who simply cannot make ends meet and are forced to make the decision between food or medicine or paying bills.

"Helping our neighbors in need who are struggling during this time in the same communities in which we work and live made the Arkansas Foodbank Network the obvious choice for our efforts this year," said Mitchell

"In these challenging economic times, the support of our community partners is paramount. Mitchell Williams' gift to our capital campaign helps us continue to move forward toward doubling our impact on hungry Arkansans and increasing our ability to provide our hungry neighbors access to the food and grocery products they so desperately need."

- Arkansas Foodbank Network Executive Director Phyllis Haynes



Williams Managing Director Harry Hamlin. "We hope our participation will continue to help raise awareness of this serious issue, as well as encourage other companies to join in on the fight against hunger in Arkansas."

The Arkansas Foodbank Network provides food for approximately 23,000 individuals in any given week and distributed almost 11 million pounds of food in 2008. The organization is in the final phase of its \$14.5 million capital campaign to build a 77,808-square foot facility that will allow the organization to distribute a projected 17 million pounds of food the network will need for hungry Arkansans by 2011.



- **Almost half a million Arkansans live in poverty**
- **Arkansas is one of the hungriest states in the nation**
- **\$1 will provide up to 5 meals**
- **More than half of children enrolled in Arkansas' public schools depend on free or reduced-price meals**
- **Distributed an average of 55,000 pounds a day in 2008**

Take action at arkansasfoodbank.org.

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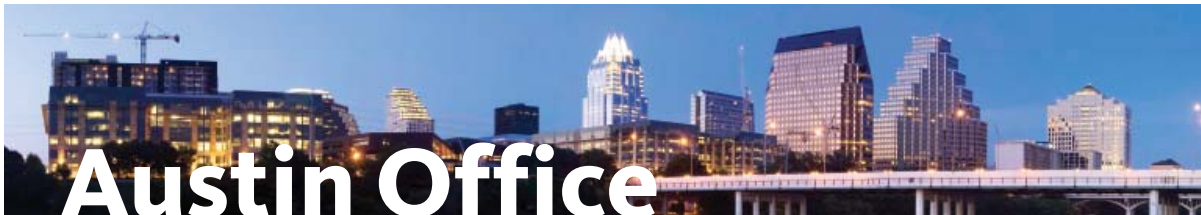
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