

Brian B. DeFoe

Shareholder
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Areas of Practice

Brian DeFoe is a business lawyer focusing on matters involving corporate governance, the federal and state regulation of securities, corporation finance and product regulatory issues.

Corporate Governance. Brian has extensive experience advising clients on matters of corporate governance, including counseling boards of directors on internal policy considerations, confidentiality issues and effective board and committee function. In addition, Brian has counseled many clients in connection with the conduct of corporate internal investigations with respect to governance matters.

Securities Regulation. In the course of his practice, Brian frequently provides guidance to companies regarding compliance with federal and state securities laws, including disclosure obligations under both the Securities Act of 1933 and the Securities Exchange Act of 1934. He regularly assists public companies in complying with their periodic reporting obligations, including annual reports, Forms 10-K, 10-Q and 8-K. Brian is routinely asked to provide guidance with respect to the obligations imposed by newly implemented and proposed rules and regulations under federal securities laws, such as the rules and regulations resulting from the Sarbanes-Oxley Act and recent changes to executive compensation disclosure requirements. In addition, Brian has extensive experience representing public company clients in connection with SEC enforcement investigations.

Corporate Law. Brian regularly provides assistance on questions of general corporate law and corporation finance, including such matters as corporate formation, structure, capitalization and compliance, mergers and acquisitions, contract negotiation and various regulatory matters.

Product Regulatory Issues. Brian has extensive experience counseling retail clients on the requirements of product safety laws, including the Consumer Product Safety Improvement Act of 2008.

Professional Experience

Director of Compliance and Senior Counsel, Nordstrom (2008-2009)
Associate/Shareholder, Lane Powell PC (2000-2008)

Admitted to Practice

Washington

Academics

Georgetown University Law Center (LL.M. in Securities and Financial Regulation, 2000)
Gonzaga University School of Law (J.D., 1999)
University of Florida School of Law
University of Florida (B.A., 1996)

Practice Group and Specialty Team Memberships

Business
Canada Practice
Corporate Finance and Securities
Mergers and Acquisitions

Representative Matters and Clients

Brian has assisted in numerous mergers, acquisitions and corporate finance transactions, as well as many engagements before the Securities and Exchange Commission. He has also advised numerous clients on matters of compliance with state and federal securities laws in connection with private placements of securities, as well as compliance with state and federal product safety laws. Some examples of those matters include the following:

Advised NYSE-traded issuer in connection with \$1 billion public offering of senior notes.

Counseled national apparel retailer on implementation of roll-out of compliance measures with respect to Consumer Product Safety Improvement Act of 2008.

Assisted numerous public companies in response to SEC staff inquiries, comment letter and investigations

Counseled publicly held apparel company in connection with its \$156 million sale to a Swedish public company

Assisted biotechnology company in its initial public offering of common stock (Form S-1).

Assisted national food processor and distributor in connection with \$54 million sale to private equity fund

Advised private-label water bottler in connection with \$38 million sale to private equity fund.

Counseled numerous public and private companies in connection with investigations related to suspected wrongdoing by corporate executives, accounting irregularities and related matters

Publications

“Of Boards and Bike Races — Choosing a Board of Advisers Who Will Kick in When the Going Gets Tough,” *Seattle Business* magazine, May 2010

“Closing the Deal — Going For the Total ‘Win’ May Not Be the Best Strategy,” *Seattle Business* magazine, November 2009

Speaking Engagements

Global Trade & Treasury Management Panel, co-sponsored by Lane Powell, May 6, 2011 (Panelist)

A Look Ahead at New Securities Regulation, and a Retrospective on Regulation FD and G, Disclosure and Guidance, National Investor Relations Institute, April 2009

Mergers and Acquisitions Conference, The Seminar Group, March 2006

Cross Border Venture Transactions, Washington State Bar Association, March 2001

Awards and Honors

Named as a “Rising Star,” *Washington Law & Politics*, Corporate Finance, 2002-2008

Professional and Community Activities

Member, Washington State Bar Association Pro Bono and Legal Aid Committee
Board of Directors, PAWS (2011-present)