

Michael E. Morgan

Shareholder
morganm@lanepowell.com
206.223.7013



Areas of Practice

Mike Morgan is one of the most recognized lawyers in the Pacific Northwest. He has acted as counsel to a number of major publicly and privately held companies. Mike acts as regular outside counsel for Nordstrom, Inc., Bank of Hawaii Corporation and New Wave Group AB. He has also represented a number of other public companies including Cutter & Buck Inc., ImageX, Inc., Edmark Corporation and N2H2, Inc. Some of his other representative clients include Advanced H20, SanMar Corporation, Northwestern Mutual Life Insurance Company, Washington Roundtable and Intelius.

Mike also provides regular representation in a wide range of business transactions including private equity, proxy contests, tender offers, various venture capital investments and strategic relationships. He has been involved in numerous public offerings as well as other conventional and innovative corporate finance transactions utilizing common stock, various forms of preferred stock, PIPES, straight debt and convertible debt. He regularly represents clients on corporate governance matters and also serves as special counsel to Boards and to individual Board members of many companies. Mike has led a number of Board and special committee investigations involving conflict of interest, corporate governance and risk management issues.

Mike has an active merger and acquisition practice and represents both buyers and sellers. Some of his recent transactions include representing New Wave Group AB in its purchase of Ahead, Inc., Rogers & Norman in its sale to Brown & Brown, Inc., the Special Committee of Zones, Inc. in its going-private transaction, Alaska Distributors Co. in the sale of its business to Columbia Distributing and to The Odom Corporation, Liberty Mutual Group in its purchase of Safeco Corporation, Nordstrom, Inc. in its sale of Façonnable and its purchase of an interest in Jeffrey's, Cutter & Buck Inc. in its sale to New Wave Group AB, Simon Golub & Sons, Inc. in its sale to Shrenuj and Company Limited, Java Trading Co. in its sale to Distant Lands Trading Company and Advanced H20 in its sale to HM Capital.

Mike has over 30 years of experience in representing clients in business transactions. He is a regular speaker at securities programs and has served on the advisory board of the Seattle University Center on Corporations, Law & Society's Director Training Academy.

Admitted to Practice

Washington

Academics

Loyola University at Los Angeles (J.D., *cum laude*, 1974)
Associate Editor, *Loyola Law Review*, 1973-1974
St. Thomas More Law Honor Society
University of California at Berkeley (A.B., with distinction, 1971)

Practice Group and Specialty Team Memberships

Apparel and Footwear

Business

Corporate Finance and Securities

Emerging Companies and Venture Investment

Mergers and Acquisitions

Real Estate

Retail

Securities Litigation

White Collar Criminal Defense, Regulatory Compliance and Special Investigations

Recent Transactions

New Wave Group AB (NEWAB.ST) in its purchase of Ahead, Inc.

Rogers & Norman in its sale to Brown & Brown, Inc. (NYSE:BRO)

MCM in its combination with Bacic Group, Inc.

Fleischmann Office Interiors, Inc. in its sale to Chukchansi, Inc.

Special Committee of Zones, Inc. (NASDAQ:ZONS) in the going private transaction

Alaska Distributors Co. in the sale of its Washington business to Columbia Distributors

Alaska Distributors Co. in the sale of its Alaska business to The Odom Corporation

Liberty Mutual Group in its purchase of Safeco Corporation (NYSE: SAFC)

Advanced H2O, LLC and its management team in the sale of the company to HM Advanced Holdings, LLC

KAREC FCI, Inc. and its management in the sale and related transactions with Bentall U.S. Limited Partnership and Rushmore Partners LLC

Nordstrom, Inc. (NYSE: JWN) with respect to the \$210 million sale of its Façonnable fashion house to M1 Group

Cutter and Buck Inc. with respect to its sale to New Wave Group AB

Simon G. Golub & Sons, Inc. in its sale to Shrenuj and Company Limited

Java Trading Co. with respect to the company's sale to Distant Lands Trading Company

Kennedy Associates Real Estate Counsel, Inc. in connection with its sale to Bentall U.S. Limited Partnership

Advanced H2O with respect to the sale to LaSalle Capital

Nordstrom, Inc. (NYSE: JWN) with respect to the purchase of a majority interest in Jeffrey's

Enchanted Parks in the sale of the park to Six Flags, Inc. (NYSE: PKS)

Alltel Corp. (NYSE: AYZ) with respect to the company's acquisition of Western Wireless Corp. (NASDAQ: WWCA)

Private equity with respect to the purchase of Essential Baking Company

United Online, Inc. (NASDAQ: UNTD) with respect to the company's purchase of Classmates.com

Abacus Engineered Systems, Inc. with respect to the company's sale to Schnieder Electric

Metropolitan Travel, Inc. with respect to the company's sale to Expedia, Inc. (NASDAQ: EXPE)

Nordstrom, Inc. (NYSE: JWN) with respect to the company's repurchase of the interests held by Benchmark Capital and Madrona in Nordstrom.com, Inc.

ImageX.com, Inc. (NASDAQ: IMGX) with respect to the company's sale of Extensis, Inc. to Cleartum Technology, USA, Inc. and its sale to Kinko's, Inc.

Highwire, Inc. with respect to the company's sale to Galileo International, Inc., a subsidiary of Cendant Corporation (NYSE:CD)

ImageX.com (NASDAQ: IMGX) in the acquisition of CreativePro.com, Inc. and with respect to the company's Private Investment in Public Equity (PIPE) financing of Common Stock

Publications

"Executive Compensation and the Economy — Can We Learn From Our Mistakes?" *Seattle Business* magazine, July 2009

Securities Regulation of Real Estate Transactions, *Washington Real Property Deskbook*, January 2009

"Executive Pay Comes Under Renewed Scrutiny," *Puget Sound Business Journal*, March 2007

Sales Remedies, *Washington Commercial Law Deskbook* (Editor)

Speaking Engagements

"Corporate & Securities Law Insights," December 2010

"2009 Securities Review," Corporate & Securities Law Insights Seminar, December 2009

"Oversight and Foresight: The Evolving Board Agenda," Seattle University 5th Annual Directors Training Academy, June 2007

"Best Practices for Your Compensation Committee," Seattle and Portland Directors Roundtable Seminar: "What Your Audit and Compensation Committee Needs to Know," December 2006

Awards and Honors

Named as one of *The Best Lawyers in America*®, Corporate Governance, Corporate, Mergers & Acquisitions, 1987-2012

Named as a "Top Business Lawyer" in Corporate Law, *Seattle Business* magazine, 2008

Named as a "Top Lawyer," *Washington CEO*, 2008

Named as a "Washington Super Lawyer," *Super Lawyers* magazine, Mergers and Acquisitions, ("Top 100 Washington Super Lawyers," 2011)

Listed as one of Puget Sound's top lawyers who completed "regions biggest deals of 2010,"

Puget Sound Business Journal, February 25, 2011

Peer Review Rated "AV" in Martindale-Hubbell

Recommended by *Chambers USA: America's Leading Lawyers for Business*, Corporate/Commercial

Professional and Community Activities

Chairman of the Board of Kline Galland which operates residential and community services for seniors

Past President and Board Member of the Samuel and Althea Stroum Jewish Community Center

Past Advisory Board Member, Seattle University Center on Corporations, Law and Society's

Directors Training Academy