

ERIC S. GALLER

PROFESSIONAL EXPERIENCE

OUTSOURCE ATTORNEYS GROUP

Principal

January 2009 to present

Outsource Attorneys Group delivers sophisticated, cost-effective legal advice and business transactions support. This practice primarily focuses on providing fixed fee outside General Counsel services for growing and profitable businesses. We have the seasoned know-how to address the challenges and opportunities facing management and deliver services that meet the objectives of a company's shareholders, directors and executives. Outsource Attorneys Group is a branded offering of Wilson International Law, L.L.C.

WILSON INTERNATIONAL LAW, L.L.C.

Partner

September 2009 to present

Wilson International Law delivers sophisticated, cost-effective legal advice and business transactions support. We provide advice in the areas of leveraged transactions, mergers and acquisitions, securities, corporate financings, private equity, venture capital and general business transactions and distressed asset sales. We have the seasoned know-how to address the challenges and opportunities facing management and deliver services that meet the objectives of a company's shareholders, directors and executives.

GLOBAL SECURE CORP.

Senior Vice President, General Counsel and Secretary

January 2005 to December 2008

Served as chief legal officer for a homeland security focused software developer and government services business. General duties included advising management and the board of directors on strategic matters, major business initiatives, corporate governance and compliance, federal and state government contracting, and financing transactions. Significant accomplishments included:

- Acquisition of software as a service division
- Restructured senior debt facility and sub-debt facilities of Training subsidiary
- Managed divestiture of Training subsidiary and seller take-back financing arrangement
- Established comprehensive program to protect and license proprietary software and technology
- Consolidated insurance programs to manage risks and reduce costs
- Developed contract database to manage contract compliance
- Led effort to complete initial public offering

WILMER CUTLER PICKERING LLP (NOW WILMERHALE)
Counsel

October 1997 to December 2004

Practice focused on providing advice in the areas of mergers and acquisitions, securities (including 1933, 1934 and 1940 Acts and related regulations), corporate financings, leveraged sales and acquisitions, private equity, venture capital and general business transactions, distressed asset sales. Completed transactions included dozens of acquisitions and divestitures ranging from \$20 million to \$500 million, multiple public offerings, several bankruptcy related divestitures, fund formations and portfolio acquisitions for private equity and venture capital clients, and leveraged transactions for private equity clients and portfolio companies, as well as dozens of real estate acquisitions and financings for a publicly traded REIT client. Clients consisted of public and private entities in a variety of industries, including information-technology products and services, financial services, aviation services, telecommunications and real estate.

ROBINS, KAPLAN, MILLER & CIRESI LLP
Associate

September 1996 to October 1997
March 1995 to July 1995

Began practice supporting senior lawyers in the practice area of general business transactions and real estate financings.

THE HONORABLE IRMA S. RAKER
COURT OF APPEALS OF MARYLAND
Law Clerk

July 1995 to August 1996

EDUCATION

WASHINGTON COLLEGE OF LAW, THE AMERICAN UNIVERSITY, Washington, D.C.
Juris Doctor, December 1994, *Summa Cum Laude*
The American University Law Review

REED COLLEGE, Portland, Or.
B.A., History, 1987
Editor, Reed College Griffin

BAR ADMISSIONS

Maryland 1995, District of Columbia 1997, U.S. Supreme Court 2000, U.S. District Court of Maryland 1996

OTHER BUSINESS ACTIVITIES

Director, Global Secure Corp.
Director, TeleSecurity Sciences, Inc.
Co-Founder, Novus Applications LLC

Significant Representations and Experience

Mergers, Acquisition and Divestitures

Advised an investment management business on its sale of a financial services subsidiary

Advised a Baltimore based investment management business on the purchase of the portfolio assets of a competitor based in New York

Advised a brokerage firm on the purchase of the portfolio assets of a competitor investment advisor

Advised a large travel agency on the purchase of a smaller competitor

Advised a large manufacturing conglomerate on the purchase of a tool company

Advised a retail office products company on its sale in bankruptcy

Advised a financial services business on the purchase of a competitor

Advised a private equity fund on the sale of an aviation services portfolio company

Advised an aviation services company on the sale of its Aircraft Services Division

Advised a large manufacturing conglomerate on the purchase of the assets of a measurement device manufacturer

Advised a private equity fund on the purchase of a telecommunications parts machining business

Advised a manufacturing conglomerate on the purchase of a tooling business

Advised an international moving business on its sale

Advised a manufacturing concern on the purchase of a measurement device company

Advised a manufacturing conglomerate on the purchase of a test tools business

Advised an internet consulting business on the simultaneous acquisition of eight internet consulting businesses

Advised an entertainment and media corporation on the purchase of a home shopping television business

Advised private investors on the purchase of a cargo airline

Advised a homeland security business on the purchase of a public health software business

Advised a homeland security business on the sale of its hazardous materials training subsidiary

Advised a real estate investment trust on the buy-out of its major competitor's assets

Advised investors on the purchase of a chain of fitness centers

Advised a British based airport management company on the sale of its U.S. based aircraft services business

Advised juvenile products retail business on acquisition of assets

Advised office products business on acquisition of competitor's assets

Advised wood chip and mulch business on add-on acquisition of another mulch manufacturer

Real Estate

Advised a real estate investment trust on the purchase of more than 30 automobile dealership properties across the United States

Advised real estate investors on the structuring of development projects in Maryland

Advised sports and entertainment marketing agency on lease of office space in New York

Advised homeland security company on sublease of office space in Washington, D.C

Advised real estate investment trust on commercial leases for more than 30 automobile dealerships across the United States

Corporate Finance and Securities

Advised internet consulting company on its initial public offering

Advised real estate investment trust on its initial public offering

Advised homeland security business on its proposed initial public offering

Advised promoter on the formation of an investment fund

Advised utility company on its pre-bankruptcy financing arrangements

Advised private equity fund on the wind-down and settlement of its non-performing portfolio company loan facility

Advised investors on the structure of their investment partnership

Advised musicians on the creation of their band agreement

Financing

Advised homeland security business on the restructuring of its senior secured debt facility

Advised homeland security business on its subordinated secured seller take-back facility.

Advised homeland security business on the work-out of an underperforming subsidiary term loan

Advised aviation services business on acquisition financing for add-on transaction

Advised motor racing promoter on financing for Washington, D.C. based racing event

Advised juvenile products retail business on an asset acquisition related assumption of a Small Business Association guaranteed loan

Advised private equity fund on the acquisition financing for portfolio company

Advised wood chip and mulch business on acquisition financing

Advised investors on pre-acquisition aircraft financing status of target cargo airline

Advised cargo airline on acquisition financing

Investigations

Investigated market-timing allegations against major U.S. securities firm

Investigated theft of corporate assets by a chief executive officer

Advised cargo airline on investigation of payment disputes with their dominant customer

Litigation

Represented homeland security company in the resolution of a dispute with its financial printer

Advised minority investors on the separation from training services business

Marketing, Sponsorship and Strategic Transactions

Advised NASCAR race team on multiple sponsorship contracts

Advised sports marketing agency on contract to manufacture race cars for auto racing circuit in Dubai

Government Contracting

Advised public health software business on services contract with the Commonwealth of Pennsylvania

Advised public health software business on services contract with the States of Colorado, California, Michigan, Illinois, Iowa, Florida, Alabama, Oregon, Washington, Hawaii, Tennessee, Virginia and others

Advised software business on compliance with terms of subcontract to the Department of Homeland Security.