

CLOSER TO THE ISSUES

Annual



Review

PARTRIDGE SNOW & HAHN LLP  
COUNSELORS AT LAW

ISSUES THAT  
**IMPACT.**  
ACTIONS THAT  
**MATTER.**

To Our Clients and Other Friends,

We are pleased to present you with highlights from some recent important projects and notable achievements by members of Partridge Snow & Hahn LLP.

Consistent with our strategic vision, we are actively engaged in a significant number of impact transactions, economic development projects, and key issues affecting Rhode Island and the SouthCoast region of Massachusetts. The Firm has represented parties in more significant development projects during the past two years than any other firm in our market.

Also in keeping with our strategic vision, we continue to focus our civic involvement on improving the communities we serve. Each member of the Firm is actively involved in making a positive difference in two or more local organizations and the people they reach. Many of our attorneys are leaders of those causes and contribute in many ways.

Of particular note is the Firm's fifth anniversary of dedicated support to Children's Friend & Service, the oldest child-focused organization in Rhode Island. In addition to providing pro-bono legal services, our Firm-wide effort to support this cause continues with unabated enthusiasm. We have become equally engaged in the SouthCoast region, contributing time and advocacy to a wide range of community activities, events and non-profit boards.

Our Firm has much to be proud of. We garnered our first Worksite Health Award by meeting state and national criteria, and continue to enhance this program. We were honored that a number of our attorneys were recognized in *The Best Lawyers in America*. We enhanced the Firm's expertise by adding four partners – two experienced attorneys from other law firms and two promoted from our associate ranks. Our investment in additional associates, paralegals and assistants has resulted in an outstanding team that is committed to providing superior client service.

In order to more fully understand our role in issues that impact and actions that matter, we invite you to take a closer look at the people and projects in this report.

Thank you for your friendship and support.



*David Gilden*

David M. Gilden  
Managing Partner

Venturing beyond the confines of its historic East Side campus, and in keeping with its plan for strategic growth, Providence's Brown University purchased the distinctive granite-faced, 11-story downtown office building located at 121 South Main Street. Designed by internationally renowned architect Edward Larrabee Barnes, this building was previously known as the Providence Washington Building, and was constructed as Old Stone Square in 1984 by a venerable Rhode Island institution, Old Stone Bank. Currently, the property consists of a 160-space, multi-level parking garage, plus a 160,000 gross-square-foot office building which includes the popular seafood eatery, Hemenway's Restaurant, as a major tenant.

Partridge Snow & Hahn LLP (PS&H) attorneys represented

the University throughout the process of purchasing 121 South Main Street, specifically in the negotiation and closing of the building's acquisition. Working in tandem with the client's Office of the General Counsel and Real Estate Division, the Firm's expertise in real estate law efficiently and effectively worked to resolve a number of transactional issues which resulted in a prompt and successful closing.

Brown University already owns or leases sites throughout the downtown Providence area, specifically the Jewelry District, India Point and elsewhere along historic South Main Street, including the 19th century "Gold Dome" building that was the headquarters of the original Old Stone Bank. PS&H is delighted to have worked with our respected Ivy League neighbor, Brown University, in this acquisition.



(Left to right) Members of the Real Estate Group: Elizabeth R. Lewis, Associate; Kimberly A. Sousa-Vallone, Paralegal; David M. Gilden, PS&H Managing Partner.



(Left to right): Litigation Group Co-Chair Michael A. Gamboli and Partners of the Litigation Group, Steven E. Snow and Robert K. Taylor.



How important is a name and a logo? Plenty, if you're the largest writer of workers' compensation in the State of Rhode Island. Since 1992, The Beacon Mutual Insurance Company has used its complete name along with its distinctive lighthouse logo. However, in 2001 another company, OneBeacon Insurance Group, formerly known as CGU Insurance, adopted its current name along with a lighthouse logo. Almost immediately, The Beacon Mutual Insurance Company noticed that people – including employers, employees, vendors, attorneys and court personnel that use the workers' compensation system – were confusing the identities of the two companies. Consequently, Beacon Mutual filed suit. OneBeacon responded with a motion for summary judgment, which was granted. As counsel for Beacon Mutual, PS&H attorneys filed

an appeal that resulted in the First Circuit Court of Appeals reversing the earlier ruling, agreeing with the plaintiff that the lower court's definition of "confusion" had been too narrow. Consequently, the First Circuit defined a new standard of what constitutes actionable confusion by finding the following: "Confusion is relevant when it exists in the minds of persons in a position to influence the purchasing decision, or persons whose confusion presents a significant risk to the sales, goodwill, or reputation of the trademark owner."

As a result of the First Circuit's decision, the case returned to the U.S. District Court where after trial on the merits, a ruling was handed down by Judge William E. Smith in favor of Beacon Mutual. OneBeacon was prohibited from using the OneBeacon name and lighthouse logo in the State of Rhode Island.

Certain developments are a slam-dunk for our capital city and the entire state. Such is the case with two major transactions PS&H played a role in for our client, the Rhode Island Convention Center Authority. Located at One West Exchange Street, the 28-story Westin Hotel is situated in the heart of Providence's financial district. It is within walking distance of many city attractions and numerous corporate headquarters. When the Procaccianti Group acquired the hotel from the Rhode Island Convention Center Authority in the spring of 2005, PS&H represented our client throughout the transaction with regard to preserving the tax-exempt nature of the Authority's outstanding bonds, notwithstanding the sale.

Several months later, the Rhode Island Convention Center Authority purchased the Dunkin' Donuts Center from the City of

Providence for \$28.5 million. Known as "the Dunk," the center serves as the area's preeminent venue, hosting Providence Bruins hockey, Providence College basketball, and a myriad of national and international musical and entertainment performances. PS&H served as bond counsel for the bridge acquisition financing, which was a \$33 million taxable bond privately placed with Merrill Lynch. The Authority will be making \$62.5 million in improvements to the Dunk over the next three years, turning it into a state-of-the-art venue. Both transactions are seen as major economic developments for both the City of Providence, as well as the entire State of Rhode Island. PS&H was proud to play a role in this project that promises to bolster the economic well-being of our community. This is definitely an example of local issues that carry impact.



(Left) Normand G. Benoit and Eugene G. Bernardo II, both Partners in the Public Finance & Governmental Group.



Randall T. Weeks Jr., Partner-in-Charge – SouthCoast Office.

Having designed lines of powerboats and motor yachts that have become commercial and popular successes, C. Raymond Hunt Associates has enjoyed a long association with production boat builders.

At the end of the 1990s, the company became intrigued with the possibility of developing a simple, single-engine powerboat that would deliver moderate speed, efficient passages and take full advantage of the Hunt deep-V hull. It would provide modest accommodations to serve the increasing number of boaters who were neither interested nor had the time for cruising, but who might spend an occasional night aboard. The boat would also be easy to maintain.

From this concept in 1998 emerged plans for what would become the Hunt 33. The plans were offered to several produc-

tion builders that were existing Hunt clients. But, when each turned down the opportunity, backers decided to create a small company around the design. That company became Hunt Yachts.

Hunt Yachts crafts a line of efficient, high-performance powerboats designed by C. Raymond Hunt Associates. Each model delivers the legendary sea-keeping, rough-water capability, and dry, comfortable ride of the authentic Hunt deep-V hull, plus the eye-catching and timeless “Hunt style” which sets their yachts apart from mass-market boats.

PS&H worked with Hunt Yachts on employment issues, and negotiated commercial lease agreements, secured additional space, and hammered out supply agreements for suppliers of fiberglass hulls. Also, PS&H negotiated an international distribution agreement with a custom yacht manufacturer in Taiwan.

In 1989, the RI Industrial Facilities Corporation issued industrial revenue bonds totaling \$23 million on behalf of the Gateway Eight limited partnership to acquire a leasehold interest land in the Capital Center area of Providence, and to construct a building for use by American Express, now known as the Gateway Building. American Express vacated the building in 1999 and the Gateway entered into a replacement lease with Boston Financial Data Services. The Employees’ Retirement System of the State of RI, the state employees’ pension fund, made loans totaling \$23 million to Gateway to pay off the bonds. To assist the pension fund and to induce Boston Financial to relocate here, the RI Economic Development Corporation (EDC) issued Limited Recourse Guaranty for \$3 million.

During 2004, Boston Financial ended its lease of the building

by paying a substantial termination fee. Gateway was unable to find a suitable replacement tenant or reach a restructuring agreement with the pension fund, and was forced to file bankruptcy. The property remained vacant.

The EDC was concerned that this prime real estate be used to further the economic interests of the state. It enlisted PS&H to ensure that the proceeding in bankruptcy court considered the mission of the EDC with respect to any proposed use for the building. PS&H negotiated the terms into the secured creditor plan of reorganization filed by the pension plan.

Although the bankruptcy auction was not successful and the pension fund was forced to buy the building at the auction, Fidelity Investments entered into a three-year lease ensuring an appropriate use of the building.



Brian J. Spero, Partner – Chair of the Regulated Industries Group.



(Left to right) Litigation attorneys: Jeffrey H. Gladstone, Partner; Carolyn P. Medina, Associate; James W. Ryan, Partner. Mr. Gladstone serves as Co-Chair of the Litigation Group.

Battles over the rights of property owners on the scenic Newport waterfront already stretched back some 17 years when PS&H took on the representation of the developers, 57 Associates, a limited partnership, and Avalon Partners (collectively “57”), in a land dispute over a development project on the Brown & Howard Wharf.

In 1988, the City entered into an agreement with the principals of 57 to allow for the building of waterfront condominiums and a marina. However, protracted litigation from several abutters attacking regulatory approvals prevented the construction. By 2004, it appeared that all legal battles were resolved and construction of the project was ready to begin. But, after 57 had expended over \$2 million on predevelopment costs and construction began, another objector filed suit. Challenged were the

validity of the building permits as well as the zoning relief and the Coastal Resources Management Council assent, both issued almost 14 years earlier. Also, the City had second thoughts about living up to its agreement and joined the objector, who had obtained a restraining order to stop development. An appeal was immediately filed with the Supreme Court and, within days, after an emergency hearing, the Court vacated the injunction and ordered that the motion proceed to hearing. PS&H took the position that the objector lacked standing to challenge the issuance of a building permit, which can only be challenged by the municipality itself. The trial justice, upholding the rights of a private property owner to develop property free from specious and vexatious attacks, ruled that the building permits were still in force and that the plaintiff lacked standing to stop the project.

# OTHER SIGNIFICANT EVENTS



Howard Merten

## New partner joins the Firm

Howard Merten represents businesses, financial service institutions and individuals in complex civil litigation. His practice focuses on products liability, commercial, insurance, media and intellectual property matters.

Mr. Merten is a member of the Federation of Defense and Corporate Counsel, and active in the Defense Research Institute (Product Liability, Insurance Law and Commercial Litigation Committees). Additionally, he is a member of the Rhode Island Bar Association, the Federal Bench Bar Committee, the American Bar Association (Litigation Section), the Maritime Law Association, the Media Law Resource Center and Lawyers for Civil Justice, an organization of corporations and defense attorneys working towards civil justice reform. He has been recognized by *The Best Lawyers in America* since 1997, in both the Media Law and Commercial Litigation categories.

Mr. Merten is admitted to practice in Rhode Island. He received his J.D., magna cum laude, from the Boston University School of Law. His undergraduate degree was earned cum laude from Princeton University.

## PS&H receives a Worksite Health Award

For its support of healthy initiatives among employees, PS&H received the "Outstanding" Worksite Health Award, at the 11th Annual Worksite Health Awards program sponsored by the Rhode Island Chamber of Business and Industry and the Greater Providence Chamber of Commerce. The event was co-sponsored by Blue Cross & Blue Shield of Rhode Island.

The Worksite Health Awards honor local companies that encourage their employees to lead healthful lifestyles. The awards committee reviews all applications and evaluates company-sponsored initiatives that demonstrate a commit-

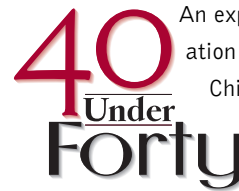


Robin M. Kuznitz, Human Resources Manager, displays the Firm's first Worksite Health Award.

ment to employees' well being. Categories include health awareness programs, intervention programs, occupational health and safety programs and policies supporting wellness. The Worksite Health Awards were presented to 53 companies in four categories: Exemplary, Superior, Outstanding and Achievement. This represents the first time PS&H had applied for this noteworthy honor.

## Congratulations to our "40 Under Forty" winners

*Providence Business News* has recognized 40 young men and women who have made outstanding contributions to their respective fields and communities. PS&H is proud to have two of our partners, Melissa E. Darigan and Kimberly I. McCarthy, receive this honor. Ms. Darigan serves as Secretary to CITYARTS, providing cost-free arts education to Providence students. She is a past recipient of The Perishable Theatre's Influential Woman in Rhode Island award.



An experienced litigator, Ms. Darigan serves as Secretary to the RI Bar Association Superior Court Bench/Bar Committee. Ms. McCarthy serves as Vice President on the Board of Directors for both Children's Friend & Service and the Girl Scouts of Rhode Island. She is Co-Chair of the Firm's Health Care Practice Group and a member of the Corporate Law Group, advising clients on federal and state taxes, as well as employee benefits, health care regulatory assistance, and business succession planning.



Kimberly I. McCarthy



Melissa E. Darigan

## Two lawyers elevated to Partner

Eugene G. Bernardo II concentrates in tax-exempt financing and municipal law. He has been involved in the issuance of over \$2.5 billion in tax-exempt securities as bond counsel, underwriter's counsel, issuer's counsel, borrower's counsel and letter-of-credit bank counsel. He served as a law clerk to Chief Judge Ernest C. Torres in U.S. District Court, and is admitted to practice in RI, MA and the U.S. Supreme Court. He is a member of the National Association of Bond Lawyers, and serves as Chair of the Rhode Island Bar Association's Municipal Law Committee. He is Secretary of the Board of Trustees for Rhode Islanders Sponsoring Education (RISE).



Eugene G. Bernardo II



Christopher C. Cassara

Christopher C. Cassara advises financial institutions and privately held companies involved in manufacturing, distribution and service industries on a wide variety of corporate and business matters. He counsels clients on business formations, mergers and acquisitions, contracts, commercial borrowing and finance, private equity, corporate governance, shareholder issues, employment and consulting arrangements, commercial real estate, and technology and product licensing.

Mr. Cassara is admitted to practice law in MA and RI, and is a member of the Boston, Rhode Island and American Bar Associations. Additionally, Mr. Cassara serves on the Board of Directors of the Buttonwood Park Zoological Society and is Chair of the Town of Dartmouth Personnel Board. He is a member of the 2005-2006 class of Leadership SouthCoast.

## Our new marketing campaign

What exactly does it mean when PS&H says we are the local experts because we are completely dedicated and focused here, more so than any other firm? Certainly, it's a bold statement, supported by edgy print advertisements and a newly designed web site. What it means is that PS&H is committed to Rhode Island and Southeastern Massachusetts. With our focus here – nobody knows the legal, social, business, and political landscapes better. The benefit? We have an excellent grasp of what it will take to achieve positive results as well as the experience to complete tasks in shorter periods of time, which results in lower costs. We are from this area, we care about it, and want to be a vital part of the growth that will shape the future of these places we call home.



## Book signing to benefit Children's Friend & Service

Here's one for the books. The philanthropic program that PS&H has developed for the benefit of Children's Friend & Service encourages across-the-board participation with an emphasis on each person utilizing his or her own particular skill and talent. That being the case, a book signing was the way to go for newly published author John J. Partridge. The result was that the proceeds from the sale of *Carom Shot*, the first in a series of Algy Temple mysteries written by the PS&H partner, has raised over \$900 for Children's Friend & Service.



John J. (Jack) Partridge at a book signing to benefit Children's Friend & Service.

PAROCHIAL.  
**PROVINCIAL.**  
AND PROUD OF IT.

Yes, we eat grinders, enjoy our coffee with, drink from bottles, and occasionally park side-by-side. But, since 1988 we've focused on clearly on the social and economic landscape that defines Rhode Island and Southeastern Massachusetts, with things just come naturally. Some might think our origin is too narrow. But such concentration has allowed us to focus on the major issues that shape and impact our communities. Consequently, we offer our clients an understanding and knowledge of this landscape like no other law firm. Along with an expertise that provides

**RESISTING**  
THE URGE TO BECOME AS  
**BIG AS POSSIBLE**  
SINCE 1988.

Conventional wisdom says that bigger is better. However, since the day we opened our doors, we have subscribed to a different philosophy – that better is better. So we have focused our efforts where we could have the greatest impact – on the social and economic landscape right here in Rhode Island and Southeastern Massachusetts. Consequently, we are able to offer our clients an understanding and command of this area unmatched by other law firms, and a wealth of experience that leads to just positive results. Which, by any

**NO OFFICE**  
IN NEW YORK, CHICAGO OR L.A. AND  
**DETERMINED**  
TO KEEP IT THAT WAY.

Don't get us wrong, New York, Los Angeles and Chicago are wonderful cities, but we aren't leaving office here. You see, since 1988 our steadfast focus has been on social and economic landscape that is a vital part of Rhode Island and Southeastern Massachusetts. And interesting narratives have been allowed us to focus on the major issues that shape and impact our communities. Consequently, we offer our clients an understanding and knowledge of this area unmatched by other law firms, and an expertise that leads to positive results. So far so, there tends to be place like here.

PARTRIDGE SNOW & HAHN LLP  
COUNSELORS AT LAW  
Closer to the Issues

## Seven lawyers from PS&H honored



Recently, seven PS&H attorneys were selected to be among the *The Best Lawyers in America* – 2006 edition.

This reference is widely regarded as the preeminent referral guide to the legal profession in the United States. These best lawyers lists are compiled through an exhaustive peer-review survey in which thousands

of the top lawyers in the U.S. confidentially evaluate their professional peers. Because lawyers are not required or allowed to pay a fee for a basic listing, *Best Lawyers* has gained the respect of the legal profession, the media, and clients as the most reliable, unbiased source of legal referrals anywhere.

The PS&H lawyers honored are: Normand G. Benoit – Public Finance Law; John M. Boehnert – Real Estate Law; David M. Gilden – Banking Law; James H. Hahn – Corporate Law; Howard Merten – Commercial Litigation and First Amendment Law; John J. Partridge – Corporate Law; Steven E. Snow – Antitrust Law. Mr. Snow was also included in the 2005-2006 edition of *Chambers USA – America’s Leading Business Lawyers Guide*, as one of the three best civil litigators in the region.

## The Center for Women & Enterprise

The Center for Women & Enterprise – Providence office, is nationally recognized as Rhode Island’s center of excellence for finance, and focuses on improving access to capital and credit for aspiring and existing women business owners.

The organization offers women the opportunity to build their business skills, further their financial acumen, and develop a lifetime of key resources and contacts.



B&M Printing co-owners Carmel Therien (left) and Joyce Lafond (right) met attorneys Tracy C. Baran and Elizabeth R. Lewis (center) through the Center for Women & Enterprise.

Each month, PS&H attorneys Tracy C. Baran and Elizabeth R. Lewis present “Choosing Your Legal Entity,” a free seminar that explores the legal designations for different kinds of companies. Designed to help get a business off the ground, the seminar explores the advantages and disadvantages of structuring a business as a sole proprietorship, partnership, limited liability company, corporation or non-profit.

Partridge Snow & Hahn LLP is a full-service business law firm representing the legal interests of publicly and privately held companies, organizations, and individuals in the areas of:

- Commercial Lending
- Corporate Law
- Creditors’ Rights
- Employment and Labor
- Health Care
- Insurance
- Intellectual Property
- Land Use and Environmental
- Litigation
- Mortgage Banking and Consumer Finance
- Personal Planning
- Public Finance and Governmental
- Real Estate
- Regulated Industries

### Partners of the Firm

Patricia Antonelli, Normand G. Benoit, Eugene G. Bernardo II, Christopher C. Cassara, Melissa E. Darigan, Michael A. Gamboli, David M. Gilden, Jeffrey H. Gladstone, James H. Hahn, Michael A. Kehoe, James W. Litsey, Charles A. Lovell, Kimberly I. McCarthy, Howard Merten, Michael J. Murray, John J. Partridge, James W. Ryan, Kathleen A. Ryan, Steven E. Snow, Brian J. Spero, Robert K. Taylor, Randall T. Weeks, Jr., Roger C. Zehnter

## Civic and charitable organizations in which Partridge Snow & Hahn LLP actively participates

- Alperin Schechter Day School
- American Cancer Society
- Arts & Business Council of Rhode Island
- Buttonwood Park Zoological Society
- Center for Performance Excellence
- Chevra Kadisha Association of Newport County
- Child & Family Services of New Bedford
- Children's Friend & Service
- Cornerstone Adult Services
- Crapo Charitable Foundation
- Crystal Springs School
- Dartmouth Rotary Club
- East Greenwich Summer Arts and Festival Organization
- FirstWorks
- Girl Scouts of RI
- Hockomock Area YMCA
- IN-SIGHT
- Jewish Federation of RI
- Leadership SouthCoast
- Meals on Wheels
- Memorial Hospital of Rhode Island
- Leukemia & Lymphoma Society of RI
- National Kidney Foundation
- Ocean State Charities Trust

- Pawtucket YMCA
- Providence CITYARTS for Youth
- Providence Maritime Heritage Foundation
- Providence Preservation Society
- Providence Public Library
- Rebuilding Together Providence
- Rhode Island Alliance of Boys and Girls Clubs
- Rhode Island Diabetes Foundation
- Rhode Island Philharmonic
- Rhode Island Public Expenditure Council
- Rhode Island Sports Council
- Rhode Island Zoological Society
- Rhode Islanders Sponsoring Education
- Rotary Club of New Bedford
- Saint Elizabeth Community
- SouthCoast YMCA
- St. Mary’s Home for Children
- The Junior League of Rhode Island
- The National Conference for Community and Justice
- The Pawtucket Foundation
- The Women's Center of Rhode Island
- Touro Synagogue
- Waterfront Historic Action League, New Bedford, MA
- YMCA of Greater Providence

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