

AHNSE LAW OFFICES

FIRM RESUME

March, 2008

Ahnse Law Offices(Ahnse) is a full service law office capable of handling a broad spectrum of legal matters which challenge most enterprises today. Since clients today demand legal services tailored according to their individual needs in their unique situations, Ahnse is dedicated in providing our clients with sensible advice and workable solutions to help them achieve their objectives in the unique and fast changing Korean legal and business environment. Ahnse takes pride in the expertise and experience of our attorneys and staffs employed in responding to our clients' needs. With the meaning of Peaceful World(Ahn-se), Ahnse is an emerging law office and committed to helping our clients efficiently and cost-effectively.

In order to provide the most efficient and accurate legal advice to our clients, Ahnse emphasizes on particular areas of legal practice as follows:

1. International & General Corporate
2. Banking, Finance, Insurance & Underwriting
3. Tax
4. Administrative
5. Bankruptcy, Reorganization & Restructuring
6. Mergers & Acquisitions
7. Labor & Employment
8. Venture & Intellectual Property
9. Real Estate & Construction
10. Environmental
11. Litigation & Arbitration

INTERNATIONAL & GENERAL CORPORATE

We provide prompt and trustworthy legal services to clients for a wide variety of domestic corporate law issues, cross-border transactions, international commodity transactions, letters of credit and foreign investments and advise foreign corporations in meeting various regulation requirements enabling them to establish and operate business and represent them before government bodies. We also provide legal services to the shipping industry in general maritime matters including ships sales and purchase,

registration, pollution and charter party and bill of lading disputes. Our services in the international and corporate practice area include:

- General corporate law, including incorporation procedures and corporate governance issues**
- Establishment of a business presence in Korea, including subsidiaries, joint ventures, branch offices and liaison offices**
- Licensing, franchise and technology transfer**
- Foreign investment regulations**
- Foreign Exchange**
- Import and export regulations**
- Antitrust and fair trade laws**
- International tax**
- Advice on issues related to WTO and other international treaties**
- Ship sales and purchases, and registration**
- Ship building and repair claims**
- Passenger and cargo claims**
- Oil pollution**

BANKING, FINANCE, INSURANCE & UNDERWRITING

We provide legal services relating to all aspects of corporate finance transactions, particularly with respect to loan facilities, project finance, trade finance, letters of credit, guaranties and the granting of security. We also provide services relating to legal consultation and arrangement of corporate finance and ship finance. The primary focus of our office, as a think tank, is on corporate finance planning by ensuring that our clients are in compliance with the various banking and securities laws and regulations. Our services include the following:

- Document review and preparation for securities and financial instruments**
- Advice in connection with internal investigations and private transactions**
- Asset securitization and debt restructuring**
- Litigation and alternative dispute resolutions in finance and banking matters**

- Ship finance and maritime insurance and re-insurance
- Maritime liens and debt against vessels

TAX

We counsel and assist domestic and foreign clients on all aspects of domestic and international tax law, including strategic tax planning, tax compliance and representation before tax authorities and courts. We provide advice and assistance in all areas of tax law, including the following:

- Advice on Korean corporate tax, income tax, value added tax and inheritance tax
- Tax planning advice for various contemplated transactions and business activities
- Tax advice on transfer pricing
- Advice on taxation and tariff matters relevant to foreign investment companies
- Representation before courts and tax authorities
- Customs duties
- Real estate leasing and transfers

ADMINISTRATIVE

We provide advice and representation in all matters related to administrative dispositions by administrative authorities. We also file applications involving unconstitutional laws and constitutional petitions. Major areas of work include:

- Advice and representation in all matters related to tax-related legal issues and administrative dispositions
- Administrative approvals and permissions related legal issues and administrative dispositions
- Various land appropriation related legal issues and administrative dispositions
- Administrative restrictive measures related legal issues and administrative dispositions, including cancellation of suspension and cancellation of operation thereof
- Various administrative punishment and dismissal of public servants related legal issues and administrative dispositions

- Election-related legal issues, including annulment of elections or election returns
- Military service related legal issues
- Environment-related legal issues, including litigation against pollution
- Application for examination of appropriateness of taxation, objection and application for review or determination
- Application for injunction
- Action involving unconstitutional laws and constitutional petitions in relation to various administrative laws and regulations

BANKRUPTCY, REORGANIZATION & RESTRUCTURING

We provide counsel and assistance in all aspect of reorganization and restructuring proceedings. We also counsel and assist clients in all bankruptcy related matters including adequate protection for secured creditors, treatment of executory contracts and leases, and fraudulent conveyances.

MERGERS & ACQUISITIONS

We provide well-coordinated support at all phases of the M&A process from strategic planning, due diligence, preparation of the transaction documents and negotiation to post-closing matters. The followings are examples of this area in which we assist clients:

- M&A related securities and antitrust laws and regulations
- M&A related labor, environmental and intellectual property laws and regulations
- Draft and review of M&A related agreements
- M&A related tax matters
- Conducting due diligence of the target company

LABOR & EMPLOYMENT

We offers comprehensive legal services regarding individual labor-related problems, including compensation, retirement allowances, wrongful termination and employment rules; collective labor-related

problems including collective bargaining, and collective agreement and union-related problems; labor-related issues concerning business restructuring; and mergers and acquisitions, including downsizing, collective transfer of employees. Principal areas of advice and litigation are:

- Matters regarding compensation, retirement allowances, and dismissal
- Drafting employment rules
- Various legal matters with respect to unions including construction of collective bargaining agreements, justifiability of dispute tactics
- Non-competition agreements
- Layoffs related to plant closing, business restructuring and mergers and acquisitions
- Assistance in coping with strikes and/or other labor disputes
- Pensions and employment related insurances

REAL ESTATE & CONSTRUCTION

We counsel and assist clients with all aspects of real estate and construction matters, including development, acquisitions, transfers, leasing and financings. Some of the key services we provide in this area include the following:

- Review and drafting real estate and construction documents
- Perform due diligence of the real estate
- Financing the acquisition or development of real estate
- Complying with environmental regulations
- Real estate and construction litigation
- Land use planning and regulations
- Mortgages and lease

VENTURE & INTELLECTUAL PROPERTY

We provide venture business consulting and legal services with respect to the pre-establishment, registration and operation of a venture business, and intellectual property related counseling and

services of conducting searches and registration of patents, trademarks and copyrights, administrative and judicial actions challenging or defending infringement claims, and intellectual property related business transactions.

ENVIRONMENTAL

We provide counsel and assistance to foreign and domestic companies in all areas of environmental and toxic tort laws as well as provide representation in administrative and judicial proceedings. We also assist our clients in the areas of land use and environmental permitting and regulatory matters, and compliance matters.

LITIGATION & ARBITRATION

We provide efficient and effective resolution of all types of disputes, and we are committed to providing foreign and domestic clients with skilled trial and appellate representation as well as representation in commercial arbitrations. Assisting clients with representation and advice, our litigation practice areas include the following:

- Business and commercial**
- Banking**
- Securities**
- Intellectual property**
- Trade secrets**
- Real estate**
- Medical services**
- Employment & labor**
- All insurance related matters**
- Environmental**
- Product liability**
- Taxation**
- Criminal**

- Antitrust
- Bankruptcy & creditor's rights
- Arbitration

ATTORNEYS

Kang, Gui Won born in Iksan, admitted to Korean Bar in 1972. **Education:** Seoul National University, College of Law (LL.B. 1964); Seoul National University, Graduate School of Journalism (M.A. 1970); The Judicial Research & Training Institute (1972); Yale University, School of Law (LL.M. 1978); Visiting Scholar, Harvard University, School of Law (1979-1981). **Professional Experience:** Judge, Seoul District Court (1973-1977); Lecturer of Law, Sookmyung Women's University (1975-1977); Judge, Seoul Family Court (1977); Solo Practitioner (1980-1989); Chair, Committee on Equal Employment, Seoul Regional Labor Administration (1989-); Managing Partner, Cheongjo Law Firm (1989-1999); Member, Gender Equality Policy Council, Prime Minister's Office (1990-1994); Chair, Korean Women's Bar Association (1992-1994); Executive Director, Korea Sexual Violence Relief Center (1993-1995); Director, Korean Bar Association (1993-1995); Member, Committee on Japanese Postwar Responsibility, Korean Bar Association (1993-1995); Member, Copyright Review and Conciliation Committee, Ministry of Culture and Sports (1993-1999); Member, Family Mediation Committee, Seoul Family Court (1994); Member, Seoul City Committee on Women's Affairs (1995-1998); Member, Labor Committee, Seoul Regional Labor Administration (1997); Member, State Reconstruction Organization (1998-); Member, Special Committee on Review & Amendment of the Criminal Act, Ministry of Justice (1998); Member, Seoul City Committee on Women's Development Fund (1998-1999); Chair, Presidential Commission on Women Affair (1999-2000); Advisory Member, Organization of Sharing the Culture (1999-); Solo Practitioner (2000-2003) Vice-chair, Korean Women's Political Caucus (2001-); Member, 2002 Steering Committee on Women Politicians, Korea Federation of Women Bodies (2001-); Member, Copyright Review and Conciliation Committee, Ministry of Culture and Tourism (2002-); Member, Legal Advisory Committee, Ministry of Justice (2003-); Chair, Korean Business Woman Federation (2003-); Member, Advisory Committee, Ministry of Planning and Budget (2003-). Author of *The Role of Mass Communication in Political Development of Emerging Countries Focusing on India Case* (1975). **Member:** Korean and Seoul Bar Associations. **Practice Areas:** Litigation; Intellectual Property; Real Property; Administrative. **Languages:**

Korean, English.

Lee, Sung Whan born in Busan; admitted to Korean Bar in 1986; Korea Patent Bar in 2000. **Education:** Seoul National University, College of Law(LL.B. 1978); Seoul National University, Graduate School of Law (LL.M. 1985); Seoul National University, Graduate School of Law (Ph.D. 1994); The Judicial Research & Training Institute (1986); Visiting Fellow, Hawaii State University, School of Law (1988); Visiting Scholar, Harvard University, School of Law (2001-2002). **Professional Experience:** Associate and Partner, Kim Shin & You Law Firm (1986-1995); Of Counsel, Moon O'connor Tam and Yuen Law Offices (1988); Partner, Aram International Law Offices (1996-2002); Lecturer of Law, Seoul National University; Ewha Woman's University and Konkook University(1997-2000); Professor of Law, Kookmin University (1995-). Arbitrator, The Korean Commercial Arbitration Board (2003-); Member, Financial Review and Disciplinary Commission, the Financial Supervisory Service(2001-2002); Member, The Working & Evaluation Committee for National Pension Fund Operation(2003-); Chair, Korean YMCA Committee on Civil Rights Protection(1999-2001); Director, the Korean Public Law Association(1997-); Director, the Korean Association of Legislation(1997-); Co-chair and Director, the Korean Sustainable Development Network(2000-); Member, Committee on Authoritative Interpretation of Laws and Regulations, Ministry of Government Legislation (2005-); Member, The Council for Korea Pact on Anti-Corruption and Transparency (2005-). Author of *Limitation of Delegated Legislation* (1998); *Principle of No Taxation without Statute and Limitation of Delegated Legislation* (1998); *Legislative Guide for the Entry Regulation to Satellite Broadcast* (2000); *Open Trial and Protection of Trade Secret* (2002); Co-author of *Understanding of Law* (1998). **Member:** Korean and Seoul Bar Associations. **Practice Areas:** Taxation; Banking; Administrative; Real Estate; Labor & Employment; Intellectual Property. **Languages:** Korean, English, Japanese.

Yoo, Kyoo Jong born in Seoul; admitted to Korean Bar in 1993; admitted to New York Bar in 1997. **Education:** Korea University, College of Law (LL.B., 1989); The Judicial Research & Training Institute (1993); University of California at Berkeley, School of Law (LL.M., 1995). **Professional Experience:** Associate, Hangil Law Offices (1993-1994); Associate, Aram International Law Offices (1997); Partner, Central International Law Firm (1997-2005). **Member:** Korean and Seoul Bar Associations; New York State Bar Association. **Practice Areas:** International Trade; Intellectual

Property; Corporate; Litigation. **Languages:** Korean, English.

Jeong, Cheol born in Yeonggwang; admitted to Korean Bar in 2002. **Education:** Seoul National University, College of Law (LL.B.1993); Seoul National University, Graduate College of Law (LL.M.2000); Seoul National University, Graduate College of Law (Ph.D. Completion Certificate, 2005); The Judicial Research & Training Institute (2005). **Professional Experience:** Solo practice (2005 - 2007); Professor of Law, Kookmin University (2007-); Author of *Studies on the Chinese Judicial System under the Constitution the People's Republic of China (This is paper to be submitted for Ph.D. Degree); Study on the Right to Minimum Living Standards (2000)*. **Member:** Korean and Seoul Bar Associations. **Practice Areas:** International Trade, Corporate, Litigation. **Languages:** Korean, English, Chinese, German.

Kim, Youn Geun born in Gimcheon; admitted to Korean Bar in 2001. **Education:** Hanyang University, College of Public Administration (B.A. Administration, 2000); The Judicial Research & Training Institute (2004). **Professional Experience:** Executive Secretary, Autonomous Mediation Committee, Korea National Council of Consumer Organizations (2004-2005); Associate, Namgwang Law Firm (2005-2006). **Member:** Korean and Seoul Bar Associations. **Practice Areas:** Corporate, Fair Trade, Administrative, Litigation, Real Property. **Languages:** Korean, English.

Kim, Byeong Gon born in Busan; admitted to Korean Bar in 2003. **Education:** Yonsei University, College of Law (LL.B. 2004); The Judicial Research & Training Institute (2007). **Member:** Korean and Seoul Bar Associations. **Practice Areas:** Litigation, Corporate, Labor & Employment, International Trade. **Languages:** Korean, English.

Lee, Hye Jeong born in Seoul; admitted to New York Bar in 1997. **Education:** Korea University, College of Law (LL.B. 1976); Korea University, Graduate School of Law (LL.M. 1983); Touro College, Jacob D. Fuchsberg Law Center (J.D. 1997); Yonsei University, Sangnam Institute of Management, Advanced Program of Corporate Analysis (Certificate 2000). **Professional Experience:** Foreign Legal Consultant, Aram International Law Offices (1997-1999); Legal Consultant, LAS High-Tech Co., Ltd. (1999-2000); Youlyo Patent & Law Offices (2000-2003); Legal Specialist, the National Assembly Library (2001-2002). Member, Analyst Club (2000-); Specialist,

M&A Strategy & Tactics Association (2001-2002); Advisor, Frontier M&A (2003-). Author of *Constitutional Issues Related to the Family Law* (1983); *A Study on the Status of Forces Agreement between ROK and USA* (1997). **Member:** New York State Bar Association. **Practice Areas:** International Trade; Corporate; M&A; Foreign Investment; Finance; Banking. **Languages:** Korean, English.

Han, Jung born in Busan; admitted to New York Bar in 1994; Washington D.C. Bar in 1995. **Education:** Seoul National University, College of Law (LL.B. 1988); Santa Clara University, School of Law (J.D. 1994). **Professional Experience:** Foreign Legal Consultant, Kim & Chang Law Firm (1994-1996); Lecturer, Kookmin University, College of Law (1998-1999); Managing Director, Brinks Korea Ltd.. Author of *Financial Innovation - ABS* (1999). **Member:** New York State Bar Association; District of Columbia Bar. **Practice Areas:** International Trade; Corporate; Bankruptcy; Finance; Intellectual Property. **Languages:** Korean, English.

Hayes, Sean C. born in New Haven, Connecticut; passed New York Bar in 2002, Member since 2005; passed CT Bar Exam in 2002, Not Member of CT Bar; Not Member of Korean Bar. **Education:** Fordham University/Fairfield University (B.A. Political Science 1997); Santa Clara University, International Law Program-Seoul; Quinnipiac University School of Law (Juris doctor, 2002); Seoul National University (Candidate: Doctor of Law). **Professional Experience:** Researcher, Constitutional Court of Korea (2002-); Full-time Lecturer, Kookmin University, College of Law; Adjunct Professor, Seoul National University, Graduate School of Public Administration; Columnist, Korea Herald, Seoul Shinmoon, Korea Times (2003-); Ombudsmen, Korea Times; Managing Editor, The Journal of East Asia and International Law; Author of *Evolving Constitutions: Death Nail to Constitutions and Democracy* (2008); *Political Question Doctrine: Tool to Defend the Judiciary* (2007); *Customary Constitutional Law: A Usurpation of Power from the People* (2007); *English for Legal Professionals* (2006); *Use of Foreign Precedent in Korea, U.S., and Australia* (2006); *Political Question Doctrine: Lessons for Korea* (2005); *Research Guide to Korean Law* (2005); *Affirmative Action in U.S. Law Schools* (2004); *Korean Expert Evidence Rule Explored* (2002). **Member:** New York State Bar Association. **Practice Areas:** Constitutional Law; Transnational Law. **Languages:** English, Korean.

OF COUNSEL

Park, Whon Il born in Jeonju. **Education:** Seoul National University, College of Law (LL.B. 1975); International Course in European Integration, University of Amsterdam, Netherlands (Diploma 1987); Southern Methodist University, School of Law (LL.M. 1994); Kyung Hee University, Graduate School of Law (Ph.D. 2000). **Professional Experience:** Bank Specialist, International Finance Department and Research Department of the Korea Development Bank("KDB") (1977-1987); New York Office of KDB (1988-1991); Chief Legal Officer of KDB (1992-2000). Lecturer, Korea Banking Institute; Kyung Hee University, Graduate School of International Legal Affairs; Korea University (1995-2000). Assistant Professor of Law, Kyung Hee University, College of Law (2000-). Author of *International Transaction Law* (1995); *International Transaction Law: Cases and Forms* (1996); Co-Author of *Financial Innovation in ABS: Its Structuring and Practice* (1999); *Corporate Insolvency Laws of Korea* (1999). **Member:** Korea Commercial Law Association; Korea Internet Law Association; Korean Research Institute of International Commerce and Law; Korea International Trade Law Association; Korean Association of Comparative Private Law. **Languages:** Korean, English, Japanese.

Nam, Yun Sam born in Ichon. **Education:** Kookmin University, College of Law (LL.B. 1986); Kookmin University, Graduate Scholl of Law (LL.M. 1988); Hamburg University, Graduate School of Law, Germany (Dr. iur. 1996). **Professional Experience:** Lecturer, Kookmin University, College of Law (1996-1999); Professor of Law, Kookmin University, College of Law (1999-); Chief of the Research Institute of Information Promotion Law. Author of *Recommendations on the Improvement of Mortgage System in Personal Property* (1999); *A Study on the Improvement of Mortgage System in Real Property* (2000); *Issues Relating to Legal Rights to Real Properties* (2001). **Member:** Korea Society of Civil Law; Korea Society of Case Law. **Languages:** Korean, German.

Ahn, Jae Keol born in Seoul. **Education:** Seoul National University (B.A. Sociology 1965); National Defense University of Korea, Graduate School (completed 1983). **Professional Experience:** Researcher, the Economic Planning Board, Department of Fair Trade Affairs (1967-1986); Department of General Affairs (1989-1992). General Director, Office of the Prime Minister (1993-1999). Vice President, Korea Consumer Protection Board (1999-2002). Non-standing Director,

Korea Insurance Development Institute (1999-2002). Member, Inquiry Committee of Credit Counseling & Recovery Service (2002-). Director, Korea Appraisal Board (2002-). Recipient of the Presidential Award (1999). **Practice Areas:** Management of Budget and Finance; Policy Evaluation; Consumer Protection Policy. **Languages:** Korean, English.