

**LEGAL SERVICES
FOR YOUR BUSINESS**

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***COMMITTED TO EXCELLENCE
IN LEGAL SERVICES***

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OVERVIEW AND VISION

I began this practice in February 2001 with the desire to help business owners, executives, and their employees understand the law, to assist and guide them in analyzing and managing legal risks, and to provide cost-effective resolutions to legal issues. In summary, to provide top quality advice, unbeatable service, and a cost structure well below traditional law firms.

My focus is on serving the legal needs of companies involved in manufacturing and distributing products, along with those who help such companies. My client base includes OEMs, component supply companies, professional service providers, foundries, and similarly situated companies.

My vision is to:

- Help my clients understand their risk points by listening, discussing, and asking questions;
- Work with my clients and their employees to identify, analyze, simplify, and improve business processes, so that the risks are decreased without any increase in expense, time, or paperwork; and
- Provide cost-effective solutions to legal projects and to resolving open legal disputes.

My clients have the right to expect recommendations that are in plain English, and supported by an extensive background in business operations and finance.

SERVICES PROVIDED

My services fall within three broad categories: (1) a resource for traditional business legal services, (2) disputes and dispute resolution, and (3) other legal services as requested by my clients and their employees. Each of these areas is discussed below.

1. Traditional Legal Services

I bring a unique philosophy and approach to my clients. In summary, I believe that the only way for me to provide useful advice is to first understand your business. As each client undergoes business, strategic, or financial changes, this knowledge is invaluable in providing to your advice, meeting your legal needs, and reducing your risks.

I focus on representing a small, select number of businesses that require the services of a part-time generalist or general counsel. Although each company is different, these businesses are large enough to have ongoing legal needs or concerns, but small enough, or lean enough, not to desire a full time staff attorney. My preference is to arrange billing mechanisms that are not based on an hourly fee structure.

In this type of relationship, my role is five fold. First, I work with the client to identify legal issues and risks. Second, I recommend and assist in implementing policies, systems and protections that meet that client's legal needs and budget. Third, I continually bring to management's attention legal issues as they arise (either internally or because of changing laws), and provide recommendations and training concerning those issues. Fourth, I ensure that the legal needs of the client are being met in areas such as lawsuits, contracting, distribution, intellectual property, real estate, mergers and acquisitions, corporate organizational and secretarial duties, corporate compliance, international trade, employment, and similar functional areas. Fifth, I attempt to minimize the total legal fees and expenses of the client.

For those areas in which a legal specialist is required, I have relationships with many local law firms. For projects outside of the Milwaukee and Waukesha metropolitan areas, I have similar relationships with law firms throughout North America and in most developed or developing countries throughout the world. With these relationships, I can ensure that all legal needs of my clients are handled in a professional, timely, and cost-effective manner.

For larger companies, I am able to provide project-based assistance in specialized areas, and to cover over flow work. Examples of the types of projects in which I have experience includes internal investigations, mergers & acquisitions, product safety and liability, employment issues, corporate compliance programs, bankruptcy and creditor rights, distribution and sales agents, international operations, contracts and contract negotiations, lease negotiations, organizational structuring, and corporate functions and documents.

2. Disputes and Dispute Resolution

Disputes are the “black hole” of legal expenses. My role is to bring balance and resolution to business and legal disputes and lawsuits. My involvement in this area will vary depending on the client and its needs, but can include resolving distribution issues, assisting on product safety concerns, or pursuing recoveries from third parties. I have handled disputes on a worldwide basis, including lawsuits throughout the North America and in countries such as England, Ireland, Australia, and South Africa. Examples of my work include the following:

- Assisting clients in contract and commercial disputes
- Defending against product liability lawsuits
- Handling employment related and non-competition disputes
- Protecting intellectual property rights
- National Coordinating Counsel to defend against asbestos lawsuits

In addition, my practice includes working as a dispute arbitrator. In this role, I listen to both sides of a dispute, and then rule under the law and facts as to the appropriate outcome.

3. Other Legal Services

I will search the market and assist in retaining qualified and cost effective counsel on any issue and in any location. My clients and their employees have diverse legal requirements, some on the business level and some that are more personal in nature. I endeavor to work with specialized attorneys to ensure that all of the legal needs of my clients are handled appropriately and cost effectively.

BACKGROUND AND RESUME

I was born in 1957. After graduating high school in 1975, I attended the University of Michigan Business School, receiving a Bachelors of Business Administration in 1979 with High Distinction. I then worked for Ford Motor Company in Plymouth, Michigan as a Cost Accountant and as a Production Control Specialist prior to attending law school.

I graduated Cornell University Law School in 1983 with a Juris Doctorate Degree *cum laude* and having been an Editor on both the Cornell Law Review and the Cornell International Law Journal. I began my legal career by accepting a one-year Visiting Instructor of Law position at the University of Illinois Law School, which involved teaching legal writing, research, and oral argument skills to first year law students. After completing the year, I joined a private law firm in Grand Rapids, Michigan, and specialized in insurance, insurance coverage, fraud, and environmental issues and disputes.

In 1988, I received a job offer for a corporate legal position with Harnischfeger Industries and moved with my family to Milwaukee, Wisconsin. My job duties at Harnischfeger expanded over time, and included handling employment issues, complex commercial contracts, product liability and commercial disputes, distribution and anti-trust issues, mergers and acquisitions, and international law. Eventually, I assumed the principle legal responsibilities for the industrial crane and hoist division.

When Harnischfeger sold the industrial crane and hoist division in March 1998 to a New York based financial company for \$340 million, I assumed the responsibilities of General Counsel and Corporate Secretary of the new company. I was also the Chief Compliance Officer with worldwide responsibilities. That company is now known as Morris Material Handling which is, in turn, owned by Konecranes in Finland. I continue to value both Konecranes and Morris as very good clients.

In my capacity as the chief legal officer of Morris Material Handling, I was responsible to form and organize the legal function, set up appropriate controls, and educate the management on legal risks and issues. In addition, I was assigned business responsibilities such as Project Management for the Worldwide Web Internet Site for the Company. When financial troubles occurred in early 2000, I reorganized the legal function so that the Company no longer required the services of a full time attorney, paralegal, and administrative assistant.

In February 2001, I decided to open up a solo legal practice specializing on the legal issues faced by companies. In order to provide top shelf services and continual availability, I limit my practice to no more than a handful of significant clients.

For further information, please see my attached Resume and the listing of Career Accomplishments in the next section.

MARTIN L. DITKOF

17365 Patricia Lane
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(262) 780-0659

FIRM: *Martin L. Ditkof, Attorney-at-Law, Brookfield, WI*

Formed practice in February 2001 to assist clients and their employees in identifying, understanding, and cost-effectively resolving legal issues.

PROFESSIONAL EXPERIENCE: *Morris Material Handling, Milwaukee, WI* 1988-2001
General Counsel and Corporate Secretary

Responsible for the world wide legal and corporate compliance functions of the company. Morris Material Handling is a March 1998 Leverage Buy Out of the P&H Material Handling Division of Harnischfeger Industries. At its peak in 1998, Morris sold, distributed, and serviced industrial cranes, container handling cranes, hoists, and AS/RS systems with annualized revenues of \$350 million, 60 offices, and 2100 employees in 12 countries.

Between 1988 and 1998, employed by Harnischfeger in a variety of legal positions for mining, paper machine, and general industry. Although originally hired as a product liability staff attorney in 1988, responsibilities were expanded to include commercial contracts and disputes, acquisitions, benefits, and employment matters. In 1996, promoted to Division General Counsel, with full legal responsibility for the P&H Material Handling Division.

Denenberg, Tuffley, Grand Rapids, MI 1984-1988
Trial attorney

Specializing in insurance, insurance coverage, fraud, and environmental issues and disputes.

Univ. of Illinois Law School, Champaign, IL 1983-1984
Visiting Instructor of Law

Responsibilities included teaching oral argument, legal research, and legal writing skills to first year law students.

**EDUCATIONAL
BACKGROUND:**

Cornell Law School 1980-1983

Juris Doctorate Degree, Graduated *cum laude*

Editor, Cornell Law Review

Editor, Cornell International Law Journal

Note: "International Trade in Endangered Species Under C.I.T.E.S.: Direct Listing vs. Reverse Listing",
15 Cornell International Law Journal 107 (1982).

Elected representative to the Cornell University Student Assembly, 1981-1982.

University of Michigan Business School 1975-1979

Bachelors of Business Administration

Graduated with High Distinction

**BUSINESS
EXPERIENCE:**

Ford Motor Company, Plymouth, MI 1979-1980

Cost Accountant

Production Control, Release and Follow-up, Specialist

Midway Packing Plant, Wayland, MI 1972-1979

Summer Employment, Slaughterhouse

**ADDITIONAL
INFORMATION:**

Rated AV by Martindale-Hubbell

Licensed to practice law in Wisconsin and Michigan

Member of the Defense Research Institute

Arbitrator, Better Business Bureau

Award: 1997 P&H Material Handling Globe Trotter Award

Award: 1996 P&H Material Handling Teamwork Award

Representative presentations to industry organizations include:

"Using Technology", Wisconsin Solo & Small Firm Conference,
October 23, 2008

"Identifying and Minimizing Risks, Employee Hiring and
Termination", Greater Milwaukee Chapter of HFTP, March
24, 2004

"The Effect of Globalization of Business and the Legal Practice",
Wisconsin Bar Association January 2000 Winter
Convention, International Law Section

"Product Liability and the Engineer", Wisconsin Society of
Professional Engineers April 7, 1995 Annual Meeting

Representative presentations to clients include:

Employment and Employment Discrimination

International Trade and Export Import Issues

Corporate Compliance and Anti-Trust Issues

Commercial Contracting

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CAREER ACCOMPLISHMENTS

LEGAL RELATED:

Formed law practice in February 2001, focusing on serving the needs of my business clients.

National Coordinating Counsel for two clients in defending against asbestos related personal injury claims.

Member of the senior management team of Morris Material Handling charged with supporting all Board of Director, S.E.C., and corporate officer functions, managing through a significant debt load with a syndicated credit line, and the transition to a leveraged stand-alone company.

Negotiated, performed due diligence, closed, and integrated over 25 strategic and tactical acquisitions and joint ventures in 10 countries.

Responsible for the legal needs of the human resource department at Harnischfeger Industries and its subsidiaries during the mid-1990s, including providing assistance as requested for terminations, non-compete agreements, discrimination complaints, union grievances, and the Fair Labor Standards Act.

Coordinated intellectual property issues and databases, including working with a Patent Committee to monitor over 100 patents, to identify new inventions, and to weed out patents with limited value.

Successfully negotiated numerous contracts, licenses and leases for buying and selling goods, construction projects, subcontracting, software, services, real estate, and employee benefits.

Actively participated in complicated bankruptcy and asset restructuring involving affiliates in 12 countries and the coordination of insolvency issues.

Responsible to handle numerous product liability cases, toxic tort class actions, asbestos lawsuits, employment and benefit disputes, and high damage trade secret and commercial disputes.

Significant experience in other specialties including product safety, distribution and distributor termination, insurance coverage, bankruptcy and creditor rights, international operations and contracting, internal investigations, and anti-trust issues.

Successfully argued insurance policy coverage before the Sixth Circuit Federal Court of Appeals.

**NON-LEGAL
RELATED:**

Project Manager, first Worldwide Web Internet Site for Morris Material Handling.

Project Manager responsible to develop and monitor the database for the March 1998 divestiture.

Administrative responsibilities at various times for environmental issues, OSHA related issues, and human resource support.

**OTHER
INFORMATION:**

I have testified as an expert witness at trial and during depositions.
My wife is Nancy. We have four children.