Exhibit D

Biographical Information
Cal is a Partner in our Winston-Salem office. He is an experienced litigator, having tried dozens of jury trials in state and federal courts, and numerous non-jury matters, including many declaratory judgment trials. For the past ten years his practice has primarily focused on: insurance coverage litigation; providing insurance coverage opinions; FINRA arbitrations; and major class action cases.

He has defended Products Liability Actions against manufacturers and sellers of allegedly defective products including pharmaceuticals, automobiles, yachts, motorcycles, cranes, furniture, household items, dyes, food products, building and construction supplies, toys, and sporting equipment.

Cal has spent decades litigating on behalf of the construction industry, representing clients in construction defect cases and defending construction companies on behalf of the firm’s insurance company clients.

His diverse experience also includes: directors’ and officers’ liability coverage and litigation; cyberinsurance coverage; ERISA litigation; commercial arbitration; FINRA arbitration; aviation litigation; fiduciary litigation; claims related to stock purchase agreements; EMTALA investigations; and defending errors and omissions claims against insurance agents and brokers.

Experience
Related sectors
Related services
Experience
Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.
• Represented Wyeth Pharmaceuticals in the Phen-Fen litigation in North Carolina.
• Represented American Medical Systems in pelvic mesh multidistrict litigation.
• Represented the Home Insurance Company as national coordinating counsel for environmental coverage litigation involving over 100 pollution sites in eight states.
• Represented Triad Guaranty in mortgage insurance litigation.
• Represented condominium owners in a large construction defect case against the general contractor, architect and the various subcontractors.

Related sectors

Financial Institutions
Read more

Insurance
Read more

Related services

BullDox
Read more

Dispute Resolution and Litigation
Read more

Regulatory
Read more
Commercial
Read more

Commercial Insurance
Read more

Class Action Litigation
Read more

Fiduciary Litigation
Read more

Healthcare Litigation
Read more

Insurance Coverage Disputes and Litigation
Read more

Mass Torts Litigation
Read more
Pharmaceutical and Medical Device Litigation
Read more

Products Litigation
Read more

Employment and Pensions
Read more

Pensions and ERISA Litigation
Read more

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Bar admissions

1981, North Carolina

Admitted to practice before the United States District Court for the Eastern, Middle and Western Districts of North Carolina and the Fourth and Eleventh Circuit Court of Appeals

Education

- J.D., 1981, Wake Forest University of School of Law
  - cum laude
- B.A., 1978, Wake Forest University
  - Hankins Scholar

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Patrick M. Allen
PARTNER

+1 336.721.3574
patrick.allen@wbd.us.com
Winston-Salem, NC, US
Patrick guides employers in designing, documenting and administering employee retirement and welfare benefit plans.

In addition, clients turn to Patrick for help with COBRA, HIPAA and Patient Protection and Affordable Care Act regulatory compliance. Patrick assists clients in correcting form and operational defects in their qualified retirement plans and in obtaining favorable settlements for companies who have disputes with the Internal Revenue Service, the Department of Labor and the Pension Benefit Guaranty Corporation (PBGC).

Patrick advises clients on employee benefits matters related to corporate transactions. For example, he conducts due diligence, reviews and drafts employee benefits provisions in acquisition documents, and provides guidance on dealing with the employee benefit plans of the parties after the transaction closes.

Patrick also negotiates third-party service provider agreements on behalf of welfare and retirement plans sponsored by employers.

Because of his background in mathematics and his knowledge of computer technology, Patrick is especially adept at handling retirement distribution planning matters and in analyzing different types of retirement plan formulas to provide maximum benefits to executives at the lowest possible cost.

Experience
Related sectors
Related services
Experience
Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.
• Obtained a favorable settlement with the IRS permitting a plan sponsor to retroactively amend its 401(k) plan to conform to plan operation, saving the plan sponsor several hundred thousand dollars in the process.
• Assisted an employer in navigating a complex prohibited transaction issue involving its group health plan.
• Assisted a Fortune 500 company in negotiating administrative services agreements with its employee benefit plan service providers.
• Successfully represented clients in obtaining favorable resolutions in IRS and DOL audits of their retirement plans.
• Designed separate retiree benefit plans for an employer to avoid having them be subjected to the requirements of the Affordable Care Act.
Employment and Pensions
Read more

Commercial
Read more

Commercial Insurance
Read more

Share

Contact information

+1 336.721.3574
patrick.allen@wbd.us.com
+1 336.733.8373
Bar admissions

1993, North Carolina

Admitted to practice before all state courts of North Carolina and the United States District Court for the Middle District of North Carolina

Education

• J.D., 1993, University of North Carolina School of Law
  ◦ Holderness Moot Court Bench Member
  ◦ Christian Legal Society
• B.A., 1989, Duke University
  ◦ cum laude
  ◦ Dean's List with distinction
  ◦ Phi Eta Sigma Honor Society
  ◦ Golden Key Honor Society

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Anthony H. Brett

PARTNER

+1 336.721.3620
anthony.brett@wbd-us.com
Winston-Salem, NC, US
Tony Brett represents hospitals and other health service providers in North Carolina and elsewhere. He provides an overall industry perspective and an understanding of the multifaceted issues confronting health care providers, including regulatory compliance, business planning needs and administrative issues.

He has extensive experience in all aspects of hospital operations, including contractual arrangements with physicians, operational policies, and revenue management systems. Tony handles both the termination of management contracts for hospitals and the negotiation of such contracts for hospitals.

His ability to customize advice for each client, depending on its particular market conditions, helps clients identify the business options that are feasible to create a workable plan to seek optimal results on each project. Tony also represents health care providers in litigation arising from a variety of issues including governmental program reimbursement, compliance investigations, medical staff corrective action and regulatory requirements.

Experience

Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.

- Handles Stark, Anti-Kickback Statute, Civil Monetary Penalties Act and False Claims Act investigations. Recently resolved a Stark self-referral disclosure with potential $14 million exposure for $342,000.
• Has successfully defended physicians’ challenges to Medical Staff corrective action in state and federal courts.
• Handles various corporate governance matters for nonprofit healthcare organizations, including coordinating an investigation into an organization’s executive team for possible misconduct. Resolved a governance stalemate in a membership LLC of two healthcare organizations with equal control.
• Handles HIPAA compliance and investigations, including a recent suspected breach requiring forensic computer analysis to determine whether a breach had actually occurred.
• Negotiated and documented transfer of control of a hospital to a health system in exchange for the health system’s guarantee of the hospital’s financial obligations and a guarantee to continue all core services for a decade.
Bar admissions

1979, North Carolina

Admitted to Practice Before:

- All Federal Courts in North Carolina,
- The US Court of Appeals for the Fourth Circuit
- The US Supreme Court

Education

- J.D., 1979, Duke University School of Law
  - Institute of Policy Studies and Public Affairs, 1976-77
- B.A., 1975, Yale University

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Gregory M. Chabon

Partner

+1 336.574.8068

greg.chabon@wbd-us.com

Greensboro, NC, US
Clients come to Greg because he makes their challenges his challenges, and uses his unique background and training to find creative and practical solutions. Greg has over 20 years’ experience acting as a trusted legal advisor in transactional matters, primarily to privately-held businesses. Prior to his legal career, he spent eleven years as an engineer developing tactical weapons systems for the US Armed Forces.

These attributes have repeatedly placed him on the list of “Best Lawyers in America” in the areas of mergers and acquisitions, corporate law, and commercial transactions. Greg was also named a Best Lawyers Regional Lawyer of the Year in 2016 for commercial transactions.

Greg is regarded as a “go-to” transaction partner for clients in HealthCare related mergers/acquisitions, joint ventures, and medical device transactions; structuring, negotiating, and documenting entity joint ventures, hospital acquisitions and integration, and large physician practice transactions.

In the Manufacturing and Technology sectors, Greg works with clients in strengthening supply chain networks, expanding channels of distribution, negotiating supply agreements, and dealing with supply disruption and product disputes. For any companies where supply chain management is a critical component of their profitability, he advises on commercial and contract management, buying/selling of goods and services, and consistent application of terms and conditions.

For decades, Greg has immersed himself in the entrepreneur community and ecosystem, assisting emerging companies with formation, raising capital, structuring debt/equity investments, and providing general business counsel.
Experience

Related services

Experience

Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.

- Represents major healthcare companies in hospital acquisitions, ambulatory surgical center acquisitions, physician practice mergers, and physician joint ventures to exploit medical devices and technology (lithotripsy, radiation therapy, diagnostic imaging), and was co-lead in structuring the largest physician-owned Medicaid managed care insurance company in North Carolina history.
- Structures and negotiates supply chain arrangements in domestic and foreign markets, including product purchase and sale agreements, distribution and sales representative agreements, and product joint developments.
- Counsels entrepreneurs and emerging companies in formation, corporate structure and governance, capital raising, and supply chain.

Related services

Corporate

Read more

Finance: Banking, Restructuring, Insolvency

Read more

Entity Structures

Read more
Contact information

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+1 336.707.8903
greg.chabon@wbd-us.com
+1 336.574.4527

Bar admissions

1996, North Carolina

Education

- J.D., 1996, Florida State University College of Law
  - with high honors
  - Law Review
  - Moot Court team
  - The Order of the Coif
  - Order of Barristers
- Masters in Business Administration, University of San Diego
- B.S. Mechanical Engineering, Clemson University

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Jill M. Girardeau

PARTNER

+1 404.879.2426
jill.girardeau@wbd-us.com
Atlanta, GA, US
Jill Girardeau provides regulatory compliance guidance to a variety of clients in the healthcare industry, including large academic medical centers, physician groups, and health information technology companies. Often lauded as “practical” by her clients who appreciate her “realworld” advice, Jill focuses her practice on HIPAA and other federal and state privacy and security laws, the implementation and use of electronic health records and health information technology, and compliance with the federal Stark Law and the federal Anti-Kickback Statute. Jill is regularly in touch with government regulators and investigators on these topics. In addition, Jill serves as the HIPAA privacy officer for the firm, training lawyers and staff on HIPAA requirements, which helps her understand the many challenges her clients face when it comes to HIPAA compliance. Jill also acts as HIPAA privacy adviser to her clients, providing counsel and training to their staff.

Experience
Related services
Experience

Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.

- Manages HIPAA breaches for both covered entities and business associates, including data breaches involving thousands of patients across multiple states and breaches involving law enforcement.
- Represents health IT vendors in negotiations with the federal government regarding information blocking, the federal Anti-Kickback Statute, and meaningful use certification.
• Helped a large academic medical center with multiple hospitals with development and execution of an EHR subsidy plan to offer EHR subsidies to more than 1,000 physicians.
• Assists healthcare providers and vendors addressing billing and coding, false claims, and privacy and security.

Related services

- IP, Technology and Data
  Read more

- Regulatory
  Read more

- Anti-Bribery and Corruption
  Read more

- Data, Privacy and FOI
  Read more

- Healthcare Regulatory
  Read more
Bar admissions
2003, Georgia

Education

- J.D. 2003, Georgetown University Law Center
  - Staff Member, *Law & Policy in International Business Journal*
- B.B.A., 2000, University of Georgia: International Business
  - *summa cum laude, with Highest Honors*
- B.A., 2000, University of Georgia: French
  - *summa cum laude, with High Honors*
  - Phi Beta Kappa
  - Beta Gamma Sigma
  - Pi Delta Phi
  - University of Georgia Honor's Program
  - Completion of *Cours de Civilisation Française de La Sorbonne*
    - The Sorbonne, Paris, France
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Brian Hayles is a seasoned antitrust attorney whose practice focuses on clients in the healthcare sector. For over a decade, clients have turned to Brian for guidance on hospital and physician practice mergers, antitrust litigation, federal and state antitrust investigations, and managed care contracting practices. He has earned client trust by cutting to the chase and getting results.

Brian serves clients across the United States, taking leading roles in matters from Maine to California. Along the way, he has developed deep experience practicing before the Federal Trade Commission, the US Department of Justice Antitrust Division, and numerous state attorneys general. He routinely serves health care providers of all sizes, from small community clinics to large national healthcare systems. He understands that one size does not necessarily fit all, and tailors his approach to fit the specific needs of each client.

Brian also has a deep commitment to pro bono service. He is accredited to practice before the US Department of Veterans Affairs, where he routinely serves our military veterans in pursuing claims for disability benefits. He has achieved outstanding results for these most deserving clients.

Experience

Related services

Experience

Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.

- Secured antitrust clearance of the sale of Trinity Hospital of Augusta to University Health Care System in Augusta, Georgia.
• Secured antitrust clearance of the sale of Lovelace Health Plan to Blue Cross Blue Shield of New Mexico.
• Attained summary judgment on behalf of a regional health care system in an antitrust case involving the revocation of a physician’s medical staff privileges. Wood v. Archbold Medical Center, Inc., 738 F.Supp.2d 1298 (M.D. Ga. 2010).
• On multiple occasions, persuaded Federal Trade Commission’s Office of Policy Planning to issue advocacy letters in opposition to proposed legislation that would adversely impact clients.
• Provided antitrust counseling in the context of Hart-Scott-Rodino Act and Second Request compliance.
• Provided antitrust counseling to various trade associations, including the Association of Dental Support Organizations.

Related services

Dispute Resolution and Litigation
Read more

Regulatory
Read more

Healthcare Regulatory
Read more

Antitrust Litigation
Read more

Healthcare Litigation
Bar admissions

2005, North Carolina

2006, South Carolina

Admitted to practice before all North Carolina and South Carolina State Courts; US District Court for the District of South Carolina; and the US District Court for the Western and Middle Districts of North Carolina
Education

- J.D., 2005, Wake Forest University School of Law
- B.S., 1999, North Carolina State University

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"An incredible antitrust lawyer.” So says one of Mark’s clients or peers, according to the legal ranking organization, Chambers USA. In today’s vernacular, that’s about as high a compliment as one can get.

A little more than twenty years ago, Mark left the Federal Trade Commission and joined Womble Bond Dickinson. At that time, Womble had no antitrust practice in the healthcare sector; Mark essentially started one from scratch. Today, he represents most of the national health systems and many regional health systems in a variety of capacities. Mark regularly appears before federal and state antitrust enforcement agencies in securing clearance for mergers, joint ventures and other transactions. He has also served as counsel for health systems throughout the country in antitrust litigation involving managed care contracting, medical staff privileges, economic credentialing, physician recruitment practices, nurse salary determinations, and exclusive provider arrangements.

Mark served as the Chair of the North Carolina Bar Association Antitrust Section in 2001 and 2002. He has also held numerous leadership positions within the Antitrust Section of the American Bar Association and received recognition for his contributions to ABA publications on antitrust issues in healthcare.

Experience
Related services
Experience
Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.
• Sale of Trinity Medical Center in Augusta, Georgia, to University Health (2017).
• Acquisition of IU Health La Porte Hospital in La Porte, Indiana, and IU Health Starke Hospital in Knox, Indiana, by a joint venture between a Community Health Systems affiliate and Indiana University Health (2016).
• Acquisition of Forest Park Medical Center in Frisco, Texas, by HCA (2016).
Contact information

+1 704.331.4928
mark.horoschak@wbd-us.com
+1 704.338.7844

Bar admissions

1996, North Carolina
1996, South Carolina
1980, Virginia
1977, Michigan

Admitted to practice before:

• US Court of Appeals for the Fourth Circuit
• US District Court for the Western District of North Carolina
• US District Court for the Eastern District of Virginia
• US District Court for the Eastern District of Michigan

Education

• J.D., 1976, College of William and Mary
  ◦ Articles Editor, William and Mary Law Review
• B.A., 1973, American University: Political Science
  ◦ cum laude

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John devotes his practice to zealously defending businesses in employment lawsuits, while helping them avoid litigation in the first place. John’s strong advocacy, sound legal analyses, practical advice and commitment to client service have allowed him to become a trusted advisor in many business sectors.

In addition, John handles business litigation involving employee raiding, theft of trade secrets, and breach of non-competition covenants. John advises businesses on employee privacy rights laws and data security, as well as on conducting effective internal investigations into misconduct and criminal acts in the workplace.

As a core part of his practice, John routinely defends companies in litigation involving discrimination and harassment claims under Title VII, the ADA, the ADEA and the FMLA; claims of wrongful termination and retaliation; claims under the NLRA; and individual and collective action claims for unpaid wages and overtime under the FLSA and state wage and hour laws. John regularly appears before state and federal administrative agencies and courts, both at the trial and appellate levels, and defends businesses in employment arbitrations.

John frequently speaks and writes on employment-related issues, and is the principal author of three Firm blogs: Fair Labor Standards Act; SEEmployment Law; and Non-Compete and Restrictive Covenants.

Experience
Related sectors
Related services
Experience
Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.
• Obtained a complete defense verdict in favor of a government agency in a week-long trial where a former employee alleged wrongful discharge and retaliation.

• Prevailed in securing the complete dismissal of a case against a health care institution brought by a former provider, and successfully defended the decision on appeal in both state and federal court.

• Obtained dismissal of breach of restrictive covenant case brought against a client’s employee in the financial services industry.

• Successfully enforced restrictive covenant and obtained recovery of confidential information for a health care sector client.

• Defends businesses in FLSA collective actions and wage and hour matters in state and federal courts in multiple sectors, including health care, financial services, retail and manufacturing.

Related sectors

Financial Institutions
Read more

Manufacturing
Read more

Retail and Consumer
Read more

Related services

Employment and Pensions
Read more
Contact information

+1 336.721.3726
john.pueschel@wbd-us.com
+1 336.726.6013

Bar admissions

2001, North Carolina

Admitted to practice before:

- US District Court for the Middle, Western and Eastern Districts of North Carolina
- United States Court of Appeals for the Third and Fourth Circuits

Education

- J.D., 2001, Wake Forest University School of Law
- *cum laude*
- Editor-in-Chief, *Wake Forest Law Review*
- Order of the Coif
- Moot Court Board
- B.A., 1992, University of North Carolina at Chapel Hill
  - Dean’s List

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Kristina advises companies varying in market capitalization and industry in corporate and commercial transactions and general business matters. Her practice focuses on domestic and international mergers and acquisitions, financings, private placements and commercial contracts, including related securities law and corporate governance issues. She also has extensive experience advising hedge fund and private equity fund sponsors in the formation and structuring of private investment funds and advising institutional investors in negotiating private fund investments and complex joint venture transactions. Kristina has worked extensively with clients and counterparties in the US and internationally.

Related services

- **Corporate**
  - [Read more](#)

- **Finance: Banking, Restructuring, Insolvency**
  - [Read more](#)

- **Private Equity**
  - [Read more](#)

- **Commercial**
  - [Read more](#)
Education

- J.D., 2008, Columbia University School of Law
  - Harlan Fiske Stone Scholar
- B.A., 2003, Princeton University
  - *summa cum laude*

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Christopher M. Towery

ASSOCIATE

+1 336.747.6640
chris.towery@wbd-us.com
Winston-Salem, NC, US
Chris provides practical advice to lenders in asset-based and real estate finance transactions. In addition, Chris frequently helps financial institutions, commercial mortgage-backed securities servicers and distressed debt investors efficiently resolve complex distressed loans, in and out of bankruptcy.

Chris’ broad base of finance and insolvency experience allows him to spot obstacles and adjust before they sink the deal.

Experience
Related sectors
Related services
Experience
Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.

- Advise lenders on asset-based finance transactions with a variety of collateral types.
- Advise lender on commercial real estate loans secured by properties in various stages of development.
- Represented a sophisticated financial institution in work-out of distressed asset-based loan with obligors and collateral in the United States, England and Hong Kong.
- Represented a leading CMBS servicer in numerous foreclosures and receiverships throughout Southeastern United States for properties in the retail, office, hotel, industrial and storage sectors.
- Advised a construction aggregate producer as purchaser of real estate assets in sale pursuant to Bankruptcy Code § 363.
- Counsel a major manufacturing company about likely consequences in the event its vendors or business partners became insolvent or filed for bankruptcy.
• Defended numerous lenders and servicers in complex bankruptcy litigation.

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Insurance
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Finance: Banking, Restructuring, Insolvency
Read more

Real Estate
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Real Estate Finance
Read more

Debt and Asset Recovery
Read more
Property Disputes
Read more

Securities Litigation
Read more

Asset Finance
Read more

Restructuring and Insolvency
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Banking, Creditor's Rights and Financial Litigation
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Commercial Insurance
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Contact information

+1 336.747.6640
+1 803.454.7740
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Bar admissions

South Carolina
North Carolina

Education

- J.D., University of Richmond, T.C. Williams School of Law
  - *magna cum laude*
  - Order of the Coif
  - Articles Editor, *University of Richmond Law Review*
  - Walter Scott McNeill Law Society
  - Moot Court Board
  - Trial Advocacy Board
  - Hancock Family Scholarship
- B.A., Furman University: Philosophy and Latin American Studies
  - *cum laude*
  - Latin American Studies Award
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William E. Wright

PARTNER

+1 336.721.3667

bill.wright@wbd-us.com

Winston-Salem, NC, US
Since the complex laws governing employee benefit programs have a significant impact on the success and well-being of both employers and the human beings they employ, it is important to “get it right.” Bill’s 30 years of experience, technical knowledge and creative problem-solving approach makes him an effective advisor for employers as they address the legal issues related to their employee benefit plans.

Bill works with employers to design, draft and administer qualified retirement plans, nonqualified plans, health care plans and other welfare benefit plans. He has helped clients resolve numerous matters with the IRS and the Department of Labor. In addition, Bill has significant experience assisting clients with ERISA-related litigation, including fiduciary duty matters. Bill’s practice also includes counseling companies on executive compensation matters, including deferred compensation arrangements, equity (stock option) plans and other complex forms of executive compensation.

From 2006 to 2009, Bill served as a law professor at Shandong University in China. A Martindale-Hubbell AV-rated lawyer, Bill also has been named to The Best Lawyers in America and North Carolina Super Lawyer listings. Bill joined Womble Bond Dickinson upon returning from China and has been an integral part of the firm’s employee benefits team ever since.

Experience
Related sectors
Related services
Experience
Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.
• Enabled publicly-traded retail company to eliminate employer stock from its 401(k) plan.
• Assisted many clients with employee benefit issues arising in merger and acquisition transactions.
• Represented major health care provider in resolving prohibited transaction issues with the Department of Labor.
• Helped large private company with international operations resolve pension plan issues with the Pension Benefit Guaranty Corporation.
• Designed effective equity incentive plan for growing tech employer to motivate and retain key employees.
• Obtained IRS approval for innovative retirement plan design.
Employee Equity Plans and Incentives

Executive Recruitment and Termination

Contact information

+1 336.721.3667
bill.wright@wbd-us.com
+1 336.726.9027

Bar admissions
1984, North Carolina
Education

- J.D., 1984, Duke University School of Law
  - with high honors
  - Order of the Coif
- B.A., Economics, 1974, Trinity College
- M.Div., 1979, American Christian Theological Seminary

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C. Mark Wiley

PARTNER

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mark.wiley@wbd-us.com
Winston-Salem, NC, US
Mark’s practice focuses on solving complex federal and state tax, acquisition, disposition and related business and financial issues for public and private business clients, as well as nonprofit healthcare and educational institutional clients. Mark also has industry expertise in aviation and NASCAR motorsports industries, as well as over twenty-five years of experience in handling federal and state tax controversy matters.

Mark is a current representative of the Womble Firm Management Committee, and he has served as: the Vice Chairman of Womble Bond Dickinson, the Chairman of FirmLogic, LLC, an Adjunct Instructor to the Wake Forest University MBA Evening Program, Commissioner and Secretary/Treasurer of the Forsyth County Airport Commission and a member of the Novant Foundation Board of Trustees. In addition, he has been listed in "The Best Lawyers in America" for the last 19 consecutive years, North Carolina Super Lawyers for the last 11 consecutive years and North Carolina Legal Elite in 2009, 2010 and 2017 and the "The Best Lawyers Tax Lawyer of the Year" in 2014 and 2015 (Greensboro) and The Best Lawyers Tax Litigation & Controversy Lawyer of the Year in 2012 and 2016 (Greensboro). Mark is also a licensed Certified Public Accountant (CPA) and a licensed private fixed-wing and rotary-wing (helicopter) pilot.

Experience
Related sectors
Related services
Experience
Any result the lawyer or law firm may have achieved on behalf of clients in other matters does not necessarily indicate similar results can be obtained for other clients.
• NASCAR Motorsports – Mark has served as legal counsel to NASCAR team owners, drivers and track owners for nearly three decades providing advice on business, tax, aviation and motorsports matters.

• Tax Controversy – Mark, along with a team of lawyers, successfully represented Home Concrete & Supply, LLC, before the Fourth Circuit Court of Appeals and the United States Supreme Court (Home Concrete & Supply, et. al v. United States, (April 25, 2012) Case No. 11-139) in a case in which the Supreme Court in a landmark and closely watched case upheld the three-year income tax statute of limitations and ruled that income tax treasury regulations promulgated by the US Treasury were invalid under the principles of Chevron, USA v. National Resources Defense Council, Inc., 467 US 837 (1984).

• Healthcare Joint Ventures – Mark has provided tax structuring and business and related advice for healthcare institutional clients, including acquisitions, divestitures or joint ventures in laboratory, home health, durable medical equipment, pharmacy, continuing retirement care, ambulatory surgery centers, hospital acquisition, physician acquisition and real estate development of facilities and offices.

• Mergers & Acquisitions – Mark has assisted numerous clients with tax structuring acquisition and disposition transactions, including mergers, spinoffs and divestitures.

• Aviation/Aircraft Acquisition – Mark routinely assists clients in connection with aircraft acquisition, aircraft structure and aircraft operations issues. He has assisted clients in acquiring new aircraft from numerous aircraft manufacturers including Cessna, Bombardier, Bell Helicopter, Sikorsky and Dassault, as well as the acquisition, disposition and operation of previously owned aircraft.

Related sectors
<table>
<thead>
<tr>
<th>Financial Institutions</th>
<th>Read more</th>
</tr>
</thead>
<tbody>
<tr>
<td>Private Wealth</td>
<td>Read more</td>
</tr>
<tr>
<td>Wills, Trust and Estate Planning</td>
<td>Read more</td>
</tr>
</tbody>
</table>

**Related services**

<table>
<thead>
<tr>
<th>Finance: Banking, Restructuring, Insolvency</th>
<th>Read more</th>
</tr>
</thead>
<tbody>
<tr>
<td>Real Estate</td>
<td>Read more</td>
</tr>
<tr>
<td>Timber</td>
<td>Read more</td>
</tr>
<tr>
<td>Corporate</td>
<td>Read more</td>
</tr>
<tr>
<td>Corporate Tax</td>
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</tr>
</tbody>
</table>
Bar admissions

1988, North Carolina

Admitted to Practice Before:

- United States Federal Court of Claims, 1990
- United States Tax Court, 1989
- United States District Court for the Middle District of North Carolina, 1988
- Eastern District of North Carolina, 2007
- United States Court of Appeals for the Fourth Circuit, 2010
- United States Supreme Court, 2011

Education

- J.D., 1988, Wake Forest University
  - *cum laude*
  - *Wake Forest Law Review*
  - Wake Forest Law Faculty Scholar
  - I. Beverly Lake Award Recipient
  - Honor Council Member
- LL.M. (Taxation), 1989, New York University
- B.S., 1985, Wake Forest University
  - *cum laude*
Get in touch and we'll make sure the right person for the job gets back to you

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Twitter
Keep up to date with all the news from our Twitter feed

LinkedIn
Keep up to date with news and insights through our LinkedIn Company Page
### Exhibit F

Summary of Accumulated Services Rendered and Expenses Incurred

Total compensation previously:

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<tr>
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<tr>
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<td>$35,361.00</td>
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<tr>
<td>Paid</td>
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<td>$35,361.00</td>
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Total expense previously:

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<th></th>
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<th>$0.00</th>
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<tr>
<td>Paid</td>
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</table>

Compensation requested

By this application: $52,444.00

Expense requested

By this application: $0.00

Balance in retainer:

$0.00
EXHIBIT F

Estimate of Total Fees to Be Incurred
ESTIMATE OF TOTAL FEES TO BE INCURRED
Special Counsel for the Debtor-in-Possession

The undersigned person/firm estimates that the following reflects the fees, by category, that are expected to be incurred during the course of this Chapter 11 case:

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<thead>
<tr>
<th>CATEGORY</th>
<th>HOURS</th>
<th>RATE</th>
<th>TOTAL</th>
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</thead>
<tbody>
<tr>
<td>Business Operations/Meetings with Debtor</td>
<td>46.5</td>
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<td>14.5</td>
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<td>Employee Benefits</td>
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<td>Claims Administration</td>
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<td>Insurance Issues</td>
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<td>General Case Administration</td>
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<td>Miscellaneous/Other</td>
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<td>Meetings and Communications with Client</td>
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<td>Retention of Applicant</td>
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<td>2.80</td>
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<td>-------------------</td>
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<tr>
<td>Retention of Others</td>
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<td><strong>TOTAL</strong></td>
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<td><strong>$108,103.00</strong></td>
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/s/ Christopher M. Towery  
Christopher M. Towery, N.C. State Bar No. 48235
EXHIBIT G

ORDERS
IN RE: MOREHEAD MEMORIAL HOSPITAL,

Debtor.

Case No. 17-10775
Chapter 11

ORDER UNDER 11 U.S.C. § 327(e) AUTHORIZING INTERIM EMPLOYMENT AND RETENTION OF WOMBLE CARLYLE SANDRIDGE & RICE, LLP AS SPECIAL COUNSEL FOR DEBTOR-IN-POSSESSION

Upon the Motion for Order Under 11 U.S.C. § 327(e) of the Bankruptcy Code Authorizing Employment and Retention of Womble Carlyle Sandridge & Rice, LLP as Special Counsel for Debtor-In-Possession Nunc Pro Tunc to the Petition Date [Dkt. No. 8] (the “Application”) filed by Morehead Memorial Hospital, Chapter 11 debtor and debtor-in-possession (the “Debtor”) in the above-captioned Chapter 11 case, for entry of an Order under 11 U.S.C. § 327(e) authorizing the employment and retention of Womble Carlyle Sandridge & Rice, LLP (“WCSR”) as special counsel for the Debtor nunc pro tunc to the Petition Date; and

1 All capitalized terms used herein but not defined shall have the meaning ascribed to them in the Cash Management Motion.
upon the Retention Declaration in support of the Application; and upon the Weston Affidavit in support of the Chapter 11 petition and First Day Motions; the Court having reviewed the Application and having heard the statements of counsel in support of the relief requested therein at the hearing before the Court on July 14, 2017 (the “Hearing”); the Court having found and concluded that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (iii) venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409, (iv) notice of the Application was sufficient under the circumstances, and (v) the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein, and this Court having determined that granting the relief requested in the Application as set forth herein is in the best interests of the Debtor, its estate and its creditors; and after due deliberation and sufficient cause appearing therefore;

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED on an interim basis as provided herein and subject to further hearing from the Court.

2. Pursuant to Bankruptcy Rule 6003(a), the Debtor is hereby authorized to retain and employ WCSR *nunc pro tunc* to the Petition Date, on an interim basis and to the extent necessary to avoid immediate and irreparable harm, pursuant to 11 U.S.C. § 327(e) with respect to the following non-bankruptcy matters:

   a. Pension matters, including termination of the Debtor’s pension plan;
   
   b. State and federal regulatory compliance and healthcare matters;
   
   c. Labor and employment matters; and
   
   d. General corporate and governance matters.
3. Nothing in this Order shall be construed to authorize the retention or employment of WCSR for purposes of litigation, even on the non-bankruptcy matters subscribed above, unless by further Order of the Court.

4. The compensation to be paid to WCSR for professional services rendered and reimbursement for expenses incurred shall be as determined by this Court upon proper application pursuant to Sections 328, 330 and 331 of the Bankruptcy Code and such other procedures as may be fixed by order of this Court. Nothing in this Order shall serve to establish that WCSR’s proposed hourly rates are reasonable. Rather, the Bankruptcy Administrator will consider WCSR’s hourly rates to be a relevant factor in determining reasonable compensation in connection with duly filed fee applications under 11 U.S.C. § 330.

5. A Final Hearing regarding the Application will take place on August 16, 2017, at 2:00 PM in the United States Bankruptcy Court for the Middle District of North Carolina at 101 South Edgeworth Street, Greensboro, North Carolina 27401, in Courtroom One.
IN RE: MOREHEAD MEMORIAL HOSPITAL, Chapter 11
Debtor.

Case No. 17-10775

FINAL ORDER UNDER 11 U.S.C. § 327(e) AUTHORIZING EMPLOYMENT AND RETENTION OF WOMBLE CARLYLE SANDRIDGE & RICE, LLP AS SPECIAL COUNSEL FOR DEBTOR-IN-POSSESSION

Upon the Motion for Order Under 11 U.S.C. § 327(e) of the Bankruptcy Code Authorizing Employment and Retention of Womble Carlyle Sandridge & Rice, LLP as Special Counsel for Debtor-In-Possession Nunc Pro Tunc to the Petition Date [Dkt. No. 8] (the “Application”) filed by Morehead Memorial Hospital, Chapter 11 debtor and debtor-in-possession (the “Debtor”)¹ in the above-captioned Chapter 11 case, for entry of an Order under 11 U.S.C. § 327(e) authorizing the employment and retention of Womble Carlyle Sandridge & Rice, LLP (“WCSR”) as special counsel for the Debtor nunc pro tunc to the Petition Date; and upon the Retention Declaration in support of the Application; and upon the Weston Affidavit in

¹ All capitalized terms used herein but not defined shall have the meaning ascribed to them in the Application.
support of the Chapter 11 petition and First Day Motions; the Court having reviewed the Application and having heard the statements of counsel in support of the relief requested therein at the hearings before the Court on July 14 and August 16, 2017 (the “Hearings”); the Court having found and concluded that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (iii) venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409, (iv) notice of the Application was sufficient under the circumstances, and (v) the legal and factual bases set forth in the Application and at the Hearings establish just cause for the relief granted herein, and this Court having determined that granting the relief requested in the Application as set forth herein is in the best interests of the Debtor, its estate and its creditors; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED on a final basis to the extent provided herein.

2. The Debtor is hereby authorized to retain and employ WCSR nunc pro tunc to the Petition Date pursuant to 11 U.S.C. § 327(e) with respect to the following non-bankruptcy matters:
   a. Pension matters, including termination of the Debtor’s pension plan;
   b. State and federal regulatory compliance and healthcare matters;
   c. Labor and employment matters; and
   d. General corporate and governance matters.

3. Nothing in this Order shall be construed to authorize the retention or employment of WCSR for purposes of litigation, even on the non-bankruptcy matters subscribed above, unless by further Order of the Court.
4. The compensation to be paid to WCSR for professional services rendered and reimbursement for expenses incurred shall be as determined by this Court upon proper application pursuant to Sections 328, 330, and 331 of the Bankruptcy Code and such other procedures as may be fixed by order of this Court. Nothing in this Order shall serve to establish that WCSR’s proposed hourly rates are reasonable. Rather, the Bankruptcy Administrator will consider WCSR’s hourly rates to be a relevant factor in determining reasonable compensation in connection with duly filed fee applications under 11 U.S.C. § 330.

[END OF DOCUMENT]