

PROTORÆ LAW_{PLLC}

—Teaming with Today's Business—

Legal Services





Message to Prospective Clients

Protora Law began with the idea that attorneys better serve their clients when they work together as a team, utilize each attorney's strengths and experience, and team with their clients to achieve the clients' objectives. While this concept may seem natural to some people, many law firms are managed in ways that detract from teamwork and client service.

Clients expect answers to difficult and complex legal problems from their attorneys. Our attorneys have deep and focused experience in their practice areas to provide these answers. We have a rigorous recruiting process in order to ensure we add talented individuals who share our vision.

We know that prospective clients have many choices for retaining legal counsel. We invite you to take a close look at our firm to serve as your counsel. Our attorneys have the education and work experience companies expect. In addition, we strive to provide legal advice that furthers our clients' business objectives and long-term strategy. Problem solving and teamwork are what we do.

Sincerely,

A handwritten signature in blue ink, appearing to read "James B. Kinsel". The signature is fluid and cursive.

James B. Kinsel, Co-Founder

What We Do

Government Contracts

- Bid Protests & Contract Disputes
- Teaming, Subcontract & Joint Venture Agreements
- Suspension & Debarments
- Government Audits & Investigations
- Service Contract Act
- Small Business Contracting Programs

Corporate & Business Transactions

- Business Formation & Structure
- Shareholder, Membership & Partnership Agreements
- Corporate Governance & Compliance
- Mergers & Acquisitions
- Restructurings, Reorganization & Recapitalizations
- Financing Arrangements

Business Disputes & Unfair Business Practices

- Misappropriation of Trade Secrets
- Corporate Raiding
- Violations of the Virginia Computer Crimes Act
- Breaches of Fiduciary Duties
- Tortious Interference with Contract or Business Expectancy
- Common Law & Statutory Business Conspiracies

Employment, Executive Compensation & Benefits

- Employment, Consulting & Severance Contracts
- Employee Handbooks
- Federal & State Employee Protections
- Equity & Non-Equity Compensation Plans
- Defending Race, Age, or Sexual Discrimination Allegations

Real Estate

- Drafting & Negotiation of Commercial Leases & Purchase Agreements
- Foreclosure Matters
- Landlord/Tenant Disputes
- Commercial Lending Representation
- Lease Buyouts
- Commercial Real Estate Debt Acquisition

Business Breakups

- Reorganizations, Buyouts & Dissolutions
- Strategy Development, Counseling & Representation
- Mediation & Negotiation of Settlement Agreements & Workouts
- Representation of Individual Shareholders, Members, Partners & Groups

Our Team



James B. Kinsel

Jim Kinsel has defended and prosecuted hundreds of business disputes involving breach of contract, trade secret misappropriation and other business tort claims in federal courts, as well as Virginia and Maryland state courts. Mr. Kinsel is a founder of Protorae Law and received his law degree from the University of Virginia School of Law. He clerked in the U.S. District Court for the Western District of Virginia for the Honorable Norman K. Moon. He also received extensive litigation training at the Trial Advocacy Institute. [703-749-6023](tel:703-749-6023) · jkinsel@protoraelaw.com

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Brian F. Chandler

Brian Chandler represents businesses in employment disputes before the EEOC, the Virginia Department of Labor and Industry, Virginia Human Rights Commission as well as in Virginia state and federal courts. Mr. Chandler regularly drafts employment agreements and counsels businesses on employment related compliance issues. He is one of the founding members of Protorae Law, having previously practiced at several large law firms. Mr. Chandler received his law degree from the University of Virginia School of Law. [703-749-6019](tel:703-749-6019) · bchandler@protoraelaw.com

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Devon E. Hewitt

Formerly a partner at an international law firm, Devon Hewitt has over 20 years' experience in representing small, mid-tier and large government contractors. She has handled over 100 bid protest matters and is one of the few attorneys to have participated in formal hearings at GAO and argued bid protest appeals before the Federal Circuit. Ms. Hewitt is a graduate of Smith College and the University of Virginia School of Law. Ms. Hewitt clerked for the Honorable Jose Fuste in the U.S. District Court for Puerto Rico. [703-942-6746](tel:703-942-6746) · dhewitt@protoraelaw.com

John Hawthorne heads the firm's real estate practice. He regularly represents clients in complex real estate litigation matters including commercial lease, ownership disputes, and various real estate contract matters. Mr. Hawthorne is a member of the Virginia State Bar's Real Estate Section and is licensed to appear before Virginia state courts and the U.S. District Court for the Eastern District of Virginia. Mr. Hawthorne earned his law degree from the George Mason University School of Law. 703-942-6147 · jhawthorne@protoraelaw.com



John H. Hawthorne



Kathleen Kelley practices general corporate law with a particular emphasis on mergers, acquisitions, restructurings, joint ventures and private equity transactions. She also advises clients on a wide variety of transactional matters including corporate and fiduciary issues, LLC formation and governance issues, general contract matters, securities laws and other relevant business laws. Ms. Kelley has significant experience forming, organizing and managing all types of entities, including corporations, limited liability companies, limited partnerships, general partnerships and statutory trusts. Ms. Kelley earned her law degree from Washington & Lee University. 703-942-6137 · kkelley@protoraelaw.com



Kathleen A. Kelley



Jeffrey R. Cook

Jeffrey Cook counsels and represents government contractors and subcontractors on a full range of issues, including contract claims and disputes. Mr. Cook's work includes litigating bid protests before the GAO, the Court of Federal Claims and agency forums. He represents clients with claims against the government, defends government contractors from False Claims Act allegations and assists clients with DCAA/DCMA audit disputes. Mr. Cook earned his law degree with high honors from The George Washington University Law School. 703-942-5631 · jcook@protoraelaw.com

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Rebecca Bricken Segal

Becky Segal is a business litigation attorney who facilitates problem solving and dispute resolution for the Northern Virginia business community. She serves her clients' interests through effective discovery tactics and well-considered motions practice. Ms. Segal also looks for ways to resolve business disputes through settlement negotiations, both with and without the aid of mediation. Ms. Segal earned her law degree from the University of Virginia School of Law. 703-942-6719 · rsegal@protoraelaw.com

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Leigh N. Sprowls

Leigh Sprowls is a member of the business litigation, employment and real estate litigation practices. Her experience includes disputes between employers and employees regarding fiduciary duty breaches, business conspiracies, trade secret misappropriation and other business torts, as well as disputes over company ownership interests. Ms. Sprowls' involvement in all stages of litigation provides her with the ability to develop appropriate strategies during the life of a case. Ms. Sprowls earned her law degree from the Catholic University of America. 703-942-6712 · lsprows@protoraelaw.com

Our Practice Groups

Corporate & Business Transactions

From forming a new business to preparing to sell that business, Protora Law can provide strategic guidance and practical, business-oriented solutions throughout a company's life cycle. We help clients through the drafting and negotiation of business agreements to achieve stable business relationships with successful results.

Protora Law has lawyers experienced in forming corporations, limited liability companies, partnerships and business trusts in Delaware, Virginia, Maryland, the District of Columbia and many other states, and our attorneys work closely with clients to determine what type of entity would be the best match for the business purpose. Representative transactions include:

- Advised Delaware corporation on employee incentive plans including stock options, restricted stock, phantom stock and stock appreciation rights
- Represented Dutch investor in Delaware convertible note purchase, including negotiation of side letter
- Completed corporate restructuring of family-owned business to maintain compliance with Washington Metropolitan Area Transit Commission

Government Contracts

Protora Law represents small, mid-tier and large government contractors in a variety of matters. A large percentage of our clients are local, but we also represent government contractors across the country and those based overseas. About a third of the practice consists of litigation including bid protests, subcontractor disputes and requests for equitable adjustments. Another third is transactional and involves the review and negotiation of teaming agreements, subcontracts and joint venture agreements. Our attorneys also advise contractors on the government contracts' aspects of forming or selling/acquiring a business.

The remaining third of our practice consists of compliance counseling on issues such as ethics, data rights, Service Contract Act, Organizational Conflicts of Interest, GSA Schedule contracts and government investigations, among others. We represent a number of small businesses of every stripe, including 8(a) concerns, SDVOSBs, VOSBs, WOSBs and HUBZones and routinely advise these clients on the rules and regulations affecting their size and particular small business status. Recent matters include:

- Represented a Singapore company in a dispute with a large federal contractor over non-payment for the construction of Army garrisons in Afghanistan
- Represented small business contractor against a cease and desist action alleging small business violated noncompete and nonsolicitation provisions of contract with large contractor
- Represented SDVOSB in negotiation of a GSA Contractor Teaming Agreement with large public relations firm

Employment Law

Protora Law understands that the lifeblood of a business is its employees. We have extensive experience advising clients on risk mitigation strategies to protect the interests of the business and employees in order to avoid employment disputes. The firm's employment dispute capabilities include both litigation matters and representation before state and federal agencies.

In addition, we have significant experience advising clients on employee handbooks, employment contracts, non-competition agreements, non-solicitation agreements, discrimination claims, wrongful termination claims, confidentiality agreements, employment policies, wage and hour concerns, and federal and state employee regulations. Representative matters include:

- Enforced a non-competition agreement in Virginia Circuit Court incorporating out-of-state choice of law provisions
- Represented client in an EEOC investigation of Title VII discrimination charges
- Negotiated a favorable out-of-court resolution to a Title VII claim on behalf of an employer

Real Estate

Protora Law's real estate practice group focuses on commercial transactional and litigation issues pertaining to the purchase, leasing, maintenance and sale of real property. Particular transactional experience includes the review and negotiation of commercial leases and license agreements as well as purchase and sale agreements.

Our attorneys handle complex civil litigation matters involving real property, including landlord/tenant matters, land use issues, corporate breakups and dissolutions involving real property, and contractual disputes. Our real estate experience extends from all Northern Virginia jurisdictions to the most rural regions of the Commonwealth of Virginia. Recent matters include:

- Represented defendant land owner in Vienna, Virginia in a declaratory action over the existence of an easement across the defendant's real estate; obtained favorable settlement including a vacation of the alleged easement
- Represented owner of multi-level commercial building in Reston over fraudulent installation of building generator and unjust enrichment claims; obtained favorable settlement including collection of damages
- Represented small business owner in the negotiation of complex corporate asset distribution matter, including disposition of multi-million dollar real estate holdings among the various owners of the corporate entities

Business Disputes & Unfair Business Practices

Effectively managing litigation matters is critical for all companies, regardless of how often they are in litigation. Protora Law works with our clients to develop a litigation strategy that fits each dispute within a client's business framework – both from a level of importance, such as protecting intellectual property versus a small contract dispute, and from a cost management standpoint – so that we can appropriately manage each litigation matter.

Our business litigation experience includes contract disputes and a full range of business tort cases. Representative matters include:

- Represented business that suffered a negative social media campaign flooding the business's Facebook page and Yelp.com profile with negative reviews; obtained a court order prohibiting the defendants from posting new material
- Defended newly formed business and its owner against claims for trade secret misappropriation and business conspiracy based on allegations that the business owner used her prior employer's client information for the new company's benefit

Business Breakups

If you are involved in or anticipate a dispute with your business's other shareholders, members or partners that may require a split-up of the company or a buyout of one or more of the company's equity holders, we can offer you our substantial experience and legal skills in such matters. There is no substitute for experience in handling such disputes.

Our team of business attorneys and litigators have worked together extensively to take care of clients in many matters of this nature. We have found that each of these situations is unique in the facts involved and the parties' objectives and personalities. Given the fluidity of these cases, judgment is at a premium if you are to achieve a successful result. We can help you understand your points of leverage, both business and legal, as well as your risks and come to grips with them. Recent matters include:

- Represented client in dispute regarding the client's ownership of a LLC and the proper percentage of the client's membership interest
- Represented client in dispute over whether the other business owners were attempting to squeeze him out through minority oppressive tactics
- Represented individual in dispute over whether she obtained an ownership interest in a business based on her financial transactions with the company, verbal conversations and course of conduct

Our Value

In designing our law firm around the needs of today's businesses, we understand that obtaining value for legal services is critical. It is not enough to just provide high quality legal work, we need to partner with our clients and understand their business and goals. We know how to communicate with clients and pride ourselves on our responsiveness to client needs. In addition, our flexibility allows us to craft the right legal action to meet your particular objectives. The combination of these principles, our highly trained attorneys and our competitive rates provide our clients with the cost effective solutions they desire.

At Protora Law, we are not locked into one type of billing arrangement. When a new matter comes to one of our attorneys, we will consider what arrangement works best for that matter: an hourly rate or an alternative billing structure. We discuss the expected and ongoing costs for the matter and help our clients manage their costs and objectives.

Hourly Billing

The billable hour structure is used for most matters because this structure more closely measures the effort required to meet the client's needs. For many legal matters the amount of effort is difficult to measure in advance. Given this forecasting difficulty, the billable hour may best fit a particular matter.

Flat Fees

In certain circumstances we will consider a flat fee arrangement. These arrangements are most appropriate when a client sends us a high volume of similar matters or when our firm's anticipated effort can be reasonably forecast.

Staged Billing

Matters that can be carved into discrete stages might be appropriate for a staged flat fee.

Monthly Retainer

For an ongoing transactional matter, including outsourced general counsel work, a monthly retainer fee might be most appropriate. Clients can control legal fees while obtaining routine legal services.

Having confidence in not just your attorney's advice but also in the amount of fees incurred in rendering that advice is the key to any successful attorney-client relationship.

Our Location

Our office is strategically located in the heart of the Northern Virginia technology corridor.





Protoraë (prō-tôr-ā)

1. Strength through relationships.

Derived from the Celtic word *tor* which means a weathered rock, the Latin prefix *pro* which means on behalf of and the Latin suffix *æ* which means because of.

Protoraë is an apt name for our firm as it embodies our culture of teamwork.