

# PROTORÆ LAW PLLC

*Teaming with Today's Business®*



Legal Services



## Message to Prospective Clients

In 2010, Protorae 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,

James B. Kinsel, Managing Member

# What We Do

## Corporate & Business Transactions

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

## Government Contracts

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

## Employment Law, Executive Compensation & Benefits

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

## Commercial Lending

- Real Estate and Asset Based Finance
- Construction Lending
- Mezzanine and Junior Capital Loan Structuring
- Foreclosure and Litigation
- Corporate Mergers and Acquisition Finance
- Loan Participations and Syndicated Credit Facilities
- Loan Workouts and Restructurings

## Construction Law

- Design and Construction Contract Preparation, Negotiation and Enforcement
- Professional Liability Defense
- Commercial & Residential Construction Project Disputes
- Risk Management Consulting

## Real Estate

- Drafting and Negotiation of Commercial Leases & Purchase Agreements
- Commercial Lending
- Lease Buyouts
- Land Use Disputes
- Commercial Real Estate Debt Acquisition
- Landlord/Tenant Disputes

## Business Litigation

- Breaches of Fiduciary Duties
- Business Conspiracies
- Corporate Raids
- Misappropriation of Trade Secrets
- Tortious Interference with Contract or Business Expectancy
- Violations of the Virginia Computer Crimes Act

## Business Breakups

- Negotiation of Settlement Agreements and Workouts
- Reorganizations, Buyouts and Dissolutions
- Representation of Shareholders, Members, and Partners
- Strategy Development and Counseling

## Trusts and Estates

- Customized, Client-Focused Estate Planning
- Asset Protection Planning for High-Risk Professionals
- Probate and Trust Administration
- Contests, Fiduciary Disputes, and other Trust and Estate Litigation

# Team



**James B. Kinsel**  
Managing Member

**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 co-founder of Protorae Law and co-chair of the Business Litigation practice. He received his law degree from the University of Virginia School of Law and 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.

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**Brian F. Chandler**  
Managing Member

**Brian Chandler** represents businesses in employment disputes before the U.S. Equal Employment Opportunity Commission, 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 co-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.

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**David C. Hannah**  
Member

**David Hannah** leads the firm's Commercial Lending practice and is a member of the Real Estate, Construction Law, and Business Transactions practice teams. With over 20 years' experience, Mr. Hannah is a transactional attorney who focuses on assisting banks and financial institutions, real estate developers, and business owners in all aspects of complex commercial transactions. Prior to joining the firm, Mr. Hannah practiced at a regional law firm and was a principal and president of his own title and settlement services firm. Mr. Hannah received his Juris Doctorate from the George Mason University Antonin Scalia School of Law.

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**John H. Hawthorne**  
Member

**John Hawthorne** heads the firm's Real Estate practice. He regularly represents clients in complex real estate litigation matters including commercial leases, 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.

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**Devon E. Hewitt**  
Member

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 the U.S. Government Accountability Office and argued bid protest appeals before the Federal Circuit. Ms. Hewitt clerked for the Honorable Jose Fusté in the U.S. District Court for Puerto Rico. She is a graduate of Smith College and the University of Virginia School of Law.

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**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.

**Kathleen A. Kelley**  
Member

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**David Kuhnsman** is a business attorney providing legal services to entrepreneurs and their companies with over 25 years' experience in the areas of corporate, transactional, government contracting, and administrative law. David has an extensive background representing clients, many of which are government contractors, in the fields of information technology; business and technical consulting; research and development; legal, accounting, and financial services; staffing services; real estate holding companies; and retail and consumer services. Mr. Kuhnsman is a graduate of the University of Pittsburgh School of Law.

**David W. Kuhnsman**  
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As co-chair of the Business Litigation practice, **Rebecca 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.

**Rebecca Bricken Segal**  
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**Michael Stamp** is a commercial litigator who represents businesses in breach of contract actions, commercial disputes, and business tort cases. He has successfully represented Fortune 500 companies—and several Fortune 100 companies—in high-stakes, bet-the-company litigation. Mr. Stamp has significant experience litigating employment disputes on behalf of businesses and management. His experience also includes serving as an advisor to small and large businesses, in addition to a presidential campaign. He received his Juris Doctorate from the University of Pennsylvania Law School.

**Michael E. Stamp**  
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**Jerry Boykin** is Senior Counsel to Protorae Law and focuses his practice on complex civil litigation. As a member of the Business Litigation and Business Transactions teams, he also represents clients in corporate matters, mergers and acquisitions, and other transactional work. For over 30 years, Jerry has been litigating on behalf of his clients on antitrust issues, restaurant franchise matters, copyright and trademark infringement, energy-related litigation, constitutional questions and business torts, such as breach of fiduciary duty. He has experience in more than 40 jury trials in Virginia, Maryland, and the District of Columbia. Mr. Boykin received his Juris Doctorate from the Case Western Reserve University School of Law.

**Jerry William Boykin**  
Senior Counsel

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# Team



**Laurence Grayer** is a former General Counsel who focuses on government contracting and provides general legal counseling on federal law matters to large, mid-tier, and small corporations. Mr. Grayer has significant experience with complex litigation and investigations; mergers, acquisitions, divestitures, and joint ventures; global transactions and contracts; government regulatory compliance; corporate governance; intellectual property; employment and labor law; and risk management and mitigation.

\*Mr. Grayer is not admitted to practice in Virginia.

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**Laurence A. Grayer**  
Of Counsel



**Alison Mullins** heads the firm's Construction Law practice, and is a member of the Business Litigation practice team. Ms. Mullins focuses her practice on all aspects of construction law representing architects, engineers, contractors, subcontractors, suppliers, and owners in technical construction industry matters. She advises clients regarding risk management throughout the entirety of construction projects, from project conceptualization and contract negotiations, through post-substantial completion issues. Ms. Mullins is a graduate of the Roger Williams University School of Law.

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**Alison R. Mullins**  
Senior Counsel



**Aaron Cummings** is a business litigation attorney who focuses his practice on litigation matters including breach of contract actions, commercial disputes, business tort cases, and government contracts. He has successfully represented Fortune 100 companies, state governments, hedge funds, emerging technology companies, and nonprofit organizations in high-stakes litigation at the trial and appellate level in state and federal courts and has negotiated more than \$300 million in favorable settlements for his clients. Mr. Cummings received his law degree from the University of Virginia.

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**Aaron C. Cummings**  
Associate



**Jennifer Lucey** focuses her practice on business litigation as well as trusts and estates matters. Prior to joining Protorae, Ms. Lucey served as staff attorney to the Commissioner of Accounts for the Circuit Court of Fairfax County, resulting in her experience in trust and estate administration in Virginia. As a member of the Business Litigation and Unfair Business Practices teams, Ms. Lucey also handles a broad variety of business disputes and claims in both state and federal courts. Ms. Lucey received her law degree from the George Mason University School of Law.

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**Jennifer A. Lucey**  
Associate

## Corporate & Business Transactions

From forming a new business to preparing to sell that business, we 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.

Protorae 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. Our attorneys work closely with clients to determine what type of entity would be the best match for the business purpose.

### **Representative transactions include:**

- Represented \$20 million government contractor in divesting business line to stay under applicable size standard
- Completed stock sale of family-owned business with substantial customer base in DC Metro area
- 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
- Completed acquisition of specialized high-tech manufacturing company for R&D government contractor client

## Government Contracts

We represent 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.

### **Representative 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 a large public relations firm

# Practice Groups

## Employment Law

We understand 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

## Commercial Lending

We serve international, national, regional and community banks, large financial institutions, private and other non-traditional loan providers covering the full lifecycle of the lending process – from commitment to closing. The practice team's focus on commercial lending provides it with an in-depth understanding of the always changing nature of "what is market" in many types of loan transaction types, providing our loan officer clients with an invaluable resource in working with their borrowers. When obstacles do arise in the lending process, our attorneys are adept at providing creative legal solutions to get the deal done.

Our attorneys combine a single-minded attention to detail with extensive industry knowledge and practical business experience in our representation of lenders in a variety of finance transactions. We work tirelessly to structure, negotiate, and document commercial loans across a broad range of facility types and secured by a wide array of collateral to benefit our lender clients. We strive to ensure that each loan we handle is closed efficiently and documented in a clear and concise manner.

### **Representative matters include:**

- Lender's counsel for a regional bank and documented, negotiated and closed an \$83,000,000 construction loan for state-of-the art data center facility
- Lender's counsel for a national bank in a \$66,000,000 multi-bank syndicated loan facility with multiple borrowers and secured by real property and tangible and intangible assets located in multiple jurisdictions
- Lead counsel for local real estate developer in complex commercial real estate transaction involving the sale of a mixed-use facility and leaseback of retail space in Arlington, Virginia
- Represented regional health and fitness company in connection with a build-to-suit lease transaction for the construction and long-term lease of a 45,000 square foot facility
- Lender's counsel for national bank in a \$18,000,000 asset-based revolving line of credit facility to a government contracting firm

LEGAL DISCLAIMER: THE RESULTS OF ALL CLIENT MATTERS DEPEND ON A VARIETY OF FACTORS UNIQUE TO EACH MATTER. PAST SUCCESSES DO NOT PREDICT OR GUARANTEE FUTURE SUCCESSES.

Our Construction Law practice represents architects, engineers, contractors, subcontractors, and owners in construction industry matters across various private sector organizations. We understand that a construction project is one of the most complex ventures for a company or individual and are able to advise clients regarding risk management throughout the entirety of a construction project. From the conceptualization of the project, bidding and contract negotiations, to post-substantial completion issues, our team is equipped to anticipate risks and resolve litigation disputes arising from the construction process.

### **Representative matters include:**

- Successfully worked to reach a settlement in a complex litigation matter involving a private aircraft hangar collapse related to the historic snow falls in the winters of 2010 which included several consolidated cases, ten plaintiffs, and over thirty defendants who sought damages totaling almost \$750 million
- Assisted in representing a professional engineering firm in a personal injury action. Through alternative dispute resolution, she was able to assist her client to reach a settlement in mediation
- Assisted in obtaining a favorable arbitration ruling in 2011 for a professional engineering firm client in a matter that involved both federal and state claims. The federal case related to a subcontract on a commercial project in Qatar and involved claims for copyright infringement, breach of contract, and conversion which resulted in a million dollar arbitration ruling in favor of the client resolved all federal and state claims and awarded the client compensation for services provided on the four projects

Our Real Estate practice 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, boundary line disputes, easement matters, corporate breakups and dissolutions involving real property, and other land use disputes. Our real estate experience extends from all Northern Virginia jurisdictions to the most rural regions of the Commonwealth of Virginia.

### **Representative matters include:**

- Represented property owner in a complex commercial leasing and land use action involving use of commercial land and definition of the premises at issue
- Represented defendant land owner 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

# Practice Groups

## Business Litigation

Effectively managing litigation matters is critical for all companies, regardless of how often they are in litigation. Protorae 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:**

- 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
- Represented the plaintiff telecommunications companies in a business conspiracy, misappropriation of trade secret and tortious interference with business relationship suit. Following a two-week jury trial, the plaintiffs were awarded over \$2 million in damages
- 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 materials

## 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.

### **Representative matters include:**

- Represented client in dispute regarding client's LLC ownership percentage
- Represented client in squeeze out through minority oppressive tactics
- Represented individual in dispute over whether she obtained an ownership interest based upon her financial transactions, verbal conversations, and course of conduct with the company
- Represented 50 percent LLC owner in management deadlock

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Our Trusts and Estates practice helps clients provide for their loved ones over the long term while protecting their life's work. Our attorneys work with clients to develop sophisticated estate planning solutions that respond to their unique circumstances. When the time comes, we also assist family members and fiduciaries in carrying out those plans. For business owners and other clients in high-risk professions, our attorneys design asset protection plans to mitigate future litigation and creditor risk and provide business succession advice and planning tools. Should disputes arise in the process of administering a trust or an estate, our team is equipped to pursue our clients' interests through litigation.

### **Representative matters include:**

- Established estate plan for newly married venture capitalist with a non-citizen spouse, several million dollars in assets, and substantial charitable intent; included provisions for the care of the client's aging mother and took into account the effect of decoupled state and federal estate tax laws
- Established trust-based estate plan for husband and wife with two adult children and substantial assets held in a variety of different asset classes; structured plan to provide support to the surviving spouse, protect the children against accidental disinheritance, and maximize the value of unused retirement accounts; also included substantial individualized attention to the clients' preferred standards of care in case of their incapacity

## 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 Protorae 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.



# Protorae (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.

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