

PROSKAUER ROSE

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Practice Areas:

Accountant's Liability
Antitrust
 Alternative Dispute Resolution
 Bankruptcy Litigation
 Constitutional
Copyright
 Director & Officer Liability
 Commercial Litigation
**Intellectual Property & Computer
 Litigation**
 Real Estate Litigation
Securities Litigation and Change of Control

International
 Appellate
 Legal Ethics Counseling
 Business Valuations

Education:

- CORNELL LAW SCHOOL, LL.B., 1956
- WITH DISTINCTION
- ORDER OF THE COIF
- MANAGING EDITOR, CORNELL LAW QUARTERLY, 1955-1956
- CORNELL UNIVERSITY, B.A., 1952

Bar Admission:

- 1956 NEW YORK

Court Admissions:

- 1957 U.S. COURT OF APPEALS, SECOND CIRCUIT
- 1958 U.S. DISTRICT COURT, NEW YORK, SOUTHERN DISTRICT
- 1961 U.S. SUPREME COURT
- 1965 U.S. DISTRICT COURT, NEW YORK, EASTERN DISTRICT
- 1971 U.S. COURT OF APPEALS, FOURTH CIRCUIT

Biography:

Stephen Kaye, former Chair and Co-Chair of Proskauer Rose LLP's Litigation and Dispute Resolution Department, has immense trial and appellate experience in state and federal courts of New York and across the country, in administrative agencies, and before domestic and international arbitration tribunals. During recent years he has served with great success as arbitrator or mediator in a number of multi-faceted commercial and civil cases. He also is a prolific author and frequent speaker on legal and professional subjects.

Steve has been chief counsel in many complex and protracted matters for a diverse group of corporate, partnership and professional clients in many different businesses, industries and fields of endeavor. He has also been counsel to law firms, lawyers and other professionals concerning sensitive issues of professional responsibility and practice, often involving confidential disciplinary and other proceedings. Major areas of Steve's current litigating practice concern contract, financial, intellectual property, high technology, antitrust,

valuation, corporate conduct, accountants liability, securities, acquisitions, reorganization, real estate, insurance, tax and professional responsibility issues.

As arbitrator or mediator, two cases have involved nine-figure disputes, one arising from a billion dollar corporate acquisition and the other arising from insurance pertaining to the construction of several petrochemical production facilities. One case involved a complex dispute concerning the relationship between two major non-profit institutions in the field of medicine and health. Four other cases have each involved multimillion dollar claims arising from alleged breaches of contracts in the investment banking, metal manufacturing, computer software and resort hotel businesses. Additionally, two cases have involved claims for injunctive and multimillion dollar monetary relief arising from stockholder disputes in a privately held corporation relating to a proposed corporate acquisition and corporate governance issues. Steve is a member of the AAA's Commercial Panel of Neutral Arbitrators and the CPR's Panel of Distinguished Neutrals.

In high profile cases receiving wide publicity, as lead counsel Steve has successfully represented: the New York Metropolitan Transit Authority in appellate proceedings rejecting challenges during 2003 to fare and toll increases; Reed Elsevier and Matthew Bender ("LEXIS") in prosecuting its suit against Jurisline.com to final judgment and dismissal of the copyright preemption and antitrust claims asserted against them; Reynolds Metals in appellate proceedings in a major environmental insurance case against Aetna and many other insurance companies; 83 American and European publishers of scientific and technical journals at trial and on appeal in a landmark case against Texaco for copyright infringement due to unauthorized intra-corporate photocopying of journal articles; CPC International in its suit against McKesson arising from the C.F. Mueller acquisition; Starrett Housing Corp. in its expropriation case against the Islamic Republic of Iran, resulting in the recovery of \$59 million after two major international arbitration hearings at The Hague and many months of valuation proceedings before Tribunal-appointed Swedish experts; and Barneys in an international arbitration and subsequent federal court proceedings against Giorgio Armani resulting in the continuation of the long-term agreement between those well-known fashion industry figures.

Steve has also been successful in defending a major multinational corporation against Federal criminal antitrust charges and in defending accountants liability cases for S.D. Leidesdorf & Co., KMG Main Hurdman and Coopers & Lybrand. In addition, on behalf of KMG Main Hurdman, he sustained a constitutional challenge on First Amendment grounds against the State of Texas Accounting Board. Among his other recent notable successes were the judicial enforcement of a \$240 million settlement agreement involving joint liability and other issues; the affirmance in appellate proceedings of a lower court decision concerning the liability of pump manufacturers; and 5-week jury trials of disputes between investors and a financial institution concerning emerging market securities, and between limited partners and general partners of a partnership owning a major New York office building concerning compensation and other self-dealing issues, both of which concluded with highly advantageous settlements. Other successes during the past 25 years include arbitrations concerning the value of a baseball club and the termination of a long-term agreement between a baseball club and television station; a 19-day trial on behalf of management concerning the valuation of privately held shares that resulted in an important New York precedent; a 29-day trial concerning unfair competition, corporate opportunity and related claims that resulted in substantial monetary and injunctive relief; and a 14-month jury trial of antitrust claims that yielded jury verdicts of \$38 million in favor of the Firm's client.

Steve's experience and expertise in the field of professional responsibility spans 35 years. This has included past membership in the Policy Committee of the First Department Disciplinary Committee and past Hearing Panel Chair for that Committee; past membership in the New York State Judicial Institute on Professionalism in the Law; past Chair of the Committee on Professional Discipline and past Chair of the Committee on Professional and Judicial Ethics of the Association of the Bar of the City of New York. He also has served the legal community in leadership and membership capacities on a number of other committees of the City Bar Association, the New York County Lawyers Association and the New York State Bar Association. Currently, he is a Trustee of The Historical Society of the Courts of the State of New York.

Steve is the author of the 9-chapter 500-page text concerning trial of complex commercial cases in West Publishing Company's 1995 treatise entitled *Commercial Litigation in the New*

York State Courts and has authored those chapters for the upcoming second edition of that treatise. He is also co-author of the chapter concerning appellate practice and advocacy in the Federal Courts of Appeals in the West Publishing Company's 1998 treatise entitled *Business and Commercial Litigation in Federal Courts*. His prior publishing accomplishments include articles and book chapters on antitrust damages, conflicts of interest in legal representation, legal practice in the coming century, and constitutional and statutory aspects of federal regulation of natural gas production and pricing. He is a frequent speaker at Bar and CLE programs, including presentations with the Solicitor General of the State of New York concerning the impact of Supreme Court state sovereign immunity decisions in the fields of patents, copyright and intellectual property, and as Chair and Moderator of a 2-day program concerning practice in the Commercial Division of the New York Supreme Court.

Steve served with the Twenty-Fifth Infantry Division in Korea in 1953-54, and is a 1956 graduate of Cornell Law School, with Distinction, where he was Managing Editor of the *Cornell Law Quarterly*. He has three grown children and four grandchildren. His spouse is Chief Judge of the State of New York and of its highest court, the Court of Appeals.

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