

RAYMOND C. KOLLS
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CAREER SUMMARY

Raymond C. Kolls is a Managing Director and a Co-Leader of BRG's Economics and Damages community. He also co-leads BRG's Client Relationship Management Committee, which addresses commercial and client relations issues relating to new business intake. He serves as a Listing Qualifications Panel member on the NASDAQ Stock Market LLC.

Mr. Kolls has a unique and varied background as a consultant and lawyer. He has over twenty years of experience as a senior in-house legal and consulting firm executive and general counsel. An attorney by training, he started his career as a trial lawyer and, before entering consulting, served as the general counsel of US public companies in the heavily regulated and intellectual property-intensive life sciences industry. As a litigator, he has tried cases to verdict including submission of evidence by experts. As a general counsel, he has executed over \$3.5 billion in mergers and acquisitions and other strategic transactions worldwide.

Mr. Kolls has significant healthcare experience, including government investigations and False Claims Act litigation. He has extensive familiarity with litigation management, compliance (including anti-corruption), and the handling of corporate and internal investigations. He has led corporate legal departments and teams of external lawyers and consultants on numerous major projects. He started his career at the international law firm Morgan Lewis & Bockius, where he practiced labor and employment law for clients such as American Airlines and Major League Baseball.

Mr. Kolls' recent representative projects include:

- Coordinating privileged data analytics and damages consulting teams in multiple high-profile, complex pharmaceutical, medical device, managed care, and provider industry litigations and investigations, including matters that by scale of claimed damages are among the largest legal matters ever litigated in US legal history.
- Consulting relating to defense strategy and expert teams for multiple federal False Claims Act cases alleging fraud and abuse arising from provider, laboratory, organ transplant, cardiac and other facilities, and clinical specialties.
- Coordinating expert teams in multiple products liability, mass tort, wage and hour, and consumer class action matters involving issues of class certification defense, data analytics, and damages.
- Consulting with multiple potential plaintiffs considering whether to opt out of a proposed class antitrust settlement in the electric power generation industry.
- Coordinating a consulting team's activity on a complex securities litigation matter involving application of the short-swing profit rules to certain classes of derivative securities.

Mr. Kolls is a frequent speaker and author. He spoke at the October 2018 Meeting of the Network of Trial Law Firms on litigation management and alternative fee arrangements with consulting firms; and at the February 2018 meeting of the International Association of Defense Counsel on risk management and conflict of interest concepts in the modern litigation consulting firm. He has also spoken to the AdvaMed Legal Committee and the AdvaMed Northern California Legal and Compliance Roundtable. His presentation topics have included "Current Trends in Healthcare Regulatory Enforcement," "Early Case Evaluation and Damages Analysis Utilizing Structured and Unstructured Data," and "Federal Monitors Exercise Extensive Unregulated Power under Deferred Prosecution Agreements: Lessons from the Front." He is the coauthor (with Heiko E. Burow) of "Basic Concepts and Issues: A Primer on Distribution and Sales Representative Agreements in the Medical Device and Durable Medical Equipment Industries" (*Journal of Health Law* 39:2, Spring 2006, American Health Lawyers Association).

RECENT KEY ACCOMPLISHMENTS

- Achieved favorable settlement for Wright Medical of multiyear, multimillion-dollar French plant-closing litigation.
- Executed Orthofix International NV's strategic decision to enter \$5.5 billion new market. Completed complex negotiations with competitors and M&A target.
- Directed legal aspects of significant victory in contested director election over activist hedge fund (Ramius).
- Recovered \$76 million in patent infringement action resulting in principal competitor withdrawing from the market.
- Completed over \$3 billion in global M&A transactions.

KEY SKILLS THAT ARE BROAD AND SCALABLE

- High-level legal strategist with proven track record in "bet the company" matters.
- Corporate leader with ability to push strategic priorities to completion.
- Trusted advisor to senior management on all aspects of corporate governance.
- Experienced delivering results in highly regulated, competitive markets.
- Sought after colleague with ability to build strong business relationships.
- Business partner with proven ability to work with Finance to accurately forecast legal spend.
- Strong cross-functional leader and valued "team player."
- Experience in enterprise risk management and government affairs, including congressional, trade association, and regulatory agency advocacy.

PROFESSIONAL EXPERIENCE

BERKELEY RESEARCH GROUP, LLC

Managing Director (member of equity ownership group of LLC)

June 2011–present

- Joined premier expert witness and data analytics firm at request of founding partner.

- Ground-floor opportunity to join premier, fast-growing consulting firm at early equity valuation.
- Consult in legal/litigation strategy, corporate governance and regulatory compliance.
- Member of business development team with responsibility for driving growth and brand recognition.

WRIGHT MEDICAL GROUP, INC.

Senior Vice President General Counsel and Secretary
June 2010–May 2011
(NASDAQ: WMGI; \$519 million 2010 gross revenue)

- Principal legal advisor to Board and Committee chairpersons, CEO and senior management on all material legal and strategic matters. Active in all Board and Committee meetings.
- Performed legal review of proxy and all SEC filings, served on Sarbanes-Oxley disclosure committee.
- Achieved favorable settlement in multi-year, multi-million dollar French plant closing litigation.
- Led successful process improvement efforts involving commercial contracts and FDA compliance procedures.

ORTHOFIX INTERNATIONAL NV

Senior Vice President General Counsel and Corporate Secretary
July 2004–March 2010
(NASDAQ: OFIX; \$546 million 2009 gross revenue)

Corporate Governance, M&A, SEC and Senior Leadership

- Negotiated with largest global spine company and secured relief from covenants not to compete barring OFIX's strategic decision to enter the \$5.5 billion global spine market.
- Directed all legal aspects as key member of negotiating team in successful acquisition of spine business.
- Managed legal aspects of anti-takeover and related governance activity, including complete victory over New York hedge fund in contested director election. Member of senior executive team which preserved 4 (of 10) director positions from dissident slate.
- Led response to Department of Justice healthcare regulatory investigation.
- Developed unique anti-takeover mechanism at direction of company Chairman and CEO.

CSX CORPORATION

Associate General Counsel
1995–2004

Positions of increasing responsibility for CSX Corporation and its subsidiaries including Sea-Land Service Inc. (a \$4 billion ocean transportation, warehousing and logistics company), The Greenbrier, and CSX Transportation (a \$5 billion provider of rail transportation).

Transactions

- Led \$300 million disposition of ocean-shipping/warehousing assets (February 2003). Coordinated transaction structure, asset / liability allocation, antitrust evaluation, mitigation of credit risk, environmental risk assessment and labor and employment.

- Led corporate transactional and securities aspects of \$400 million tax-free spin-off and acquisition of jointly-owned railroad assets, including \$700 million subsidiary debt restructuring; real property and equipment leasing and preparation of communications materials.

Securities

- Coordinated legal review and compliance of CSX Corporation's principal securities filings.
- Member of CSX Corporation securities disclosure committee.

General Corporate, Litigation Management, Corporate Secretarial, and Governance

- Led negotiation of over \$100 million in equipment lease transactions (2001 through 2003) involving railroad rolling stock, vessels, intermodal containers and equipment, aircraft and trucking equipment.
- Led litigation team responsible for post-transaction litigation matters. Realized \$25 million in recoveries from 2001 through 2003.
- Handled all environmental, labor, employment, employee benefits and due diligence aspects of \$700 million stock sale of industry leading logistics subsidiary, CTI Logistics, Inc., now CEVA Logistics.
- Handled all environmental, labor, employment, and employee benefits aspects of \$1.5 billion asset sale of ocean shipping subsidiary operating in 86 countries. Led recovery of \$100 million in severance reimbursement costs from buyer.
- Handled internal investigations involving financial misconduct, fraud, theft, and harassment. Close interface with internal audit and advisory function.

Labor and Employment

- Led industry-first defeat of union-instigated challenge to \$8 million annual productivity improvement under OSHA maritime standard.
- First chair conduct of contract and discipline arbitrations and conduct of harassment and other employment-related investigations in challenging maritime context.
- Responsible for oversight of all hospitality labor and employment matters at The Greenbrier.

MORGAN, LEWIS, & BOCKIUS

Associate
1988–1995

Practiced a full range of labor and employment law for the nation's premier management-side firm. Clients included Major League Baseball, American Airlines, Pinkerton Security, and other high-profile, national assignments.

- Work for Major League Baseball on groundbreaking collusion arbitration; conducted salary arbitration hearing for Atlanta Braves pitcher Steve Avery against "Super-Agent" Scott Boras.
- Represented American Airlines in multiple strike injunction proceedings, contract arbitrations, single-plaintiff discrimination actions and administrative agency representation proceedings, see e.g., *Flagship Airlines, Inc.* 22 NMB 331 (1995).
- Led collective bargaining agreement negotiations with SEIU and IBEW units in janitorial and television broadcast industries.

- Numerous single-plaintiff and class actions for clients including USAIR Shuttle, Safeway Stores and the *Washington Post*.

EDUCATION

- JD, Georgetown University Law Center, 1988
- National Champion Wagner Moot Court Competition

- BA, Government, Georgetown University, 1985
- Graduated summa cum laude
 - Class rank: top 2%

BAR MEMBERSHIPS/BAR SERVICE

District of Columbia Bar, Member
American Bar Association Section of Business Law Committee on Legal Opinions, Member

PUBLICATIONS

“Basic Concepts and Issues: A Primer on Distribution and Sales Representative Agreements in the Medical Device and Durable Medical Equipment Industries,” with Heiko E. Burow, Baker & McKenzie, *Journal of Health Law* 39:2 (Spring 2006), American Health Lawyers Association.