

ROCHELLE FRIEDMAN WALK, Esq.

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ATTORNEY / MEDIATOR / ARBITRATOR

- Mediator – Florida Supreme Court Circuit Civil, Family, Appellate and Residential Mortgage Foreclosure Certified
- Real Estate Management & Transactions
- Finance & Restructuring
- Complex Contract & Settlement Negotiations
- Labor & Employee Relations/ Human Resources
- Intellectual Property
- Environment, Health & Safety
- International, Import and Export
- Attorney Licensed in Florida and Ohio
- Securities & SEC Matters
- Risk Management & Insurance
- ERISA, Compensation & Benefits
- Profit and Loss Experience
- NYSE & NASDAQ/NMS
- Mergers, Acquisitions & Divestitures
- Corporate Governance & Ethics Consultant

PROFESSIONAL EXPERIENCE

WALK LAW FIRM, PA

9/12 - Present

A 3 attorney firm providing general counsel services to businesses and entrepreneurs as well as serving as a neutral in a variety of business, insurance, and financial disputes. Services are provided on a flat or hourly rate basis. The firm was previously known as Corporate Governance Solutions, PLLC and does business under the name The Flat Fee Lawyer. The firm employs various technologies to enable better client communication while reducing paper files.

Ms. Walk is Certified by Florida Supreme Court as a Circuit Civil, Family, Appellate and Residential Mortgage Foreclosure Mediator – Serve on various panels in Florida and the United States including:

- FINRA (Arbitrator and Mediator)
- US District Court of the Middle District of Florida
- US Bankruptcy Court Serving the Middle District of Florida

Representative Matters Include:

- Neutral closer for large internet-based business broker
- Represent numerous buy and sell side clients in acquisitions and divestitures
- Advise private equity firm on private placements and equity investments
- Represent several private lenders and investors in going concerns and real estate transactions
- Represented \$40 million company in refinance with commercial lender
- Represented Several Clients in Acquisitions and Divestitures, negotiating terms and conditions of transactions
- Mediated Patent valuation dispute between inventors/owners
- Mediated Sexual Harassment / Intentional Tort Matter
- Mediated Numerous Commercial Landlord / Tenant Matters
- Negotiated Executive Separation on behalf of departing employee, avoiding a wrongful discharge claim arising out of whistle-blower fact pattern;
- Mediated multiple Insurance Disputes arising out of flooding from Debby storm;
- Mediated pre-suit license agreement dispute;
- Negotiated acquisition of jewelry store;
- Negotiate acquisition of ice cream store;
- Advised client on matter relating to national origin claim;
- Mediated suit between partners of a medical practice;

- Mediated Bankruptcy Adversarial matter between trustee and debtor;
- Mediated numerous pre-suit residential foreclosure cases;
- Served on multiple Arbitration Panels for FINRA regarding agent and employee separation;
- Mediated multiple Bankruptcy residential foreclosure cases;
- Represented clients with respect to intellectual property protection, including trademarks, copyrights and licensing
- Consulted with a major law firm regarding document retention matters for large corporate client;
- Appointed Receiver for a convenience store/gas station;
- Advise client on navigating separation, conflicts of interest and other post-employment matters
- Mediated complex commercial real estate rescission/foreclosure claim;
- Mediated complex, multi-party (30+) construction case;
- Mediated residential foreclosures;
- Investigatory services relating to employee misconduct;
- Mediated executive termination;
- Mediated customer dispute;
- Ombudsman services for relating to a customer complaint at not-for-profit social welfare agency;
- Governance advice to not-for-profit board in transition;
- Developed new governance structure for a not-for-profit;
- Negotiated independent contractor and developer agreements for protection of intellectual property;
- Designed an Alternative Dispute Resolution System for a business;
- Consulted on Alternative Dispute Resolution Program for a University;
- Represented a partner in the dissolution of allied medical business with adverse partner;
- Represented various Hotel Owners and Guarantors in restructuring loan agreements and foreclosure defense
- Represented Medical Doctors with respect to business matters arising from their practices
- Negotiated Loan Modification of SBA Guaranteed Loan for a Hotel
- Represent Investor in Loan Purchase for a Hotel in Foreclosure
- Represented Purchaser in Acquisition of Jewelry Store
- Represented Purchaser in Acquisition of Ice Cream Store
- Represent Manufacturing and Distribution company in Automotive Industry
- Negotiated Recapitalization of a Large Business
- Negotiated Residential Short Sale
- Acquisition of a real estate brokerage in Gainesville;
- Divestiture of an Insurance Agency;
- Developed Spokesperson Agreement for HSN Vendor;
- Independent Contractor and Employment Agreements for an international Technology Company;
- Filing Trademark applications;
- Incorporation and applying for tax-exempt status for a new not for profit;
- Incorporation of a new office cleaning service;
- Drafting of complex LLC Operating Agreements and Partnership Agreements;
- Drafting Licensing Agreements;
- Providing counsel on the Fair Labor Standards Act;
- Providing advice on an employment discrimination matter/whistle-blower matter

MCINTYRE PANZARELLA THANASIDES HOFFMAN BRINGGOLD & TODD, PL 2011 – 2012

A 15 lawyer firm specializing in bankruptcy, litigation, real estate and transactions.
Became Of Counsel effective November 1, 2011.

ANCHOR GLASS CONTAINER CORPORATION, Tampa, FL**2007 to 2010**

\$800 million, private company which manufactures and distributes glass containers for the beer, beverage, liquor and food industries. Owned by private equity and individuals receiving shares of stock upon emergence from bankruptcy. Operates with an independent board.

Vice President, Chief Administrative Officer, General Counsel & Secretary (2007 to 2010)

Responsible for all corporate legal, human resources, environmental, health, safety, governance, and risk management. Provided executive leadership and strategic direction for a turn-around company which emerged from its third bankruptcy in 10 years. Key areas of responsibility include advising and providing counsel to executive and operational management and board; leading productive cultural change to improve employee relations, Board of Directors management, negotiating major customer, vendor, financial and strategic contracts, directing in-house and outsourced legal professionals, leading human resources and environmental, health and safety initiatives, corporate compliance programs and training, and other strategic initiatives. Member of executive team responsible for developing corporate strategy. Report to the CEO, manage a staff 30 (13 direct and 17 indirect (plant-based)). Direct reports include Vice President, Human Resources, Director, EHS and attorneys.

Strategic Initiatives and Transactions:

- Completed two dividend recapitalization transactions in less than 20 months, paying shareholders a significant dividend; worked closely with private equity representatives and provided leadership to finance, tax and accounting teams in absence of CFO; provided strategic advice on alternative transaction structures.
- Divested idled and excess assets, including plant assets and real property, and transferring environmental liabilities to the acquiring party.
- Renegotiated key customer and vendor contracts resulting in financial and operational benefits.
- Led negotiations resulting in closure of bankruptcy case, pending SEC investigation and litigation relating to and arising out of restatement of financial statements and bankruptcy.
- Negotiated software license agreements for conversion to new enterprise management program.

Human Resources, Health, Safety and Risk Management:

- Led cultural change improving overall employee relations; developed safe operating attitude approach in collaboration with union leadership resulting in a notable reduction in injuries, improved loss time and recordable incident rates from worst to best in industry over three year period and reduced workers compensation costs and letter of credit obligations by more than \$3 million.
- Provided executive leadership to human resources, risk management and environmental, health and safety teams at corporate headquarters and plants; provided counsel and direction with respect to SEC, EEO, OSHA, NLRB, EPA investigations, charges, violations, settlements and appeals; initiated employee communications program.
- Successfully led negotiation strategy for two international union contracts resulting in labor and financial stability.
- Serve as Chief Compliance Officer; implemented an electronic ethics and compliance program, including a training and training tracking system and program which includes human resource, safety, environmental, health and ethical compliance consideration; manage the ethics hotline.
- Directed strategy for commercial and products liability litigation.

Governance and Other Accomplishments:

- Identified key outside legal contacts and resources; instituted legal and document management and retention systems which are sustainable, provide for outside counsel budget/cost management and electronically track contract, service of process and other key dates and deadlines in line with best practices.
- Manage all Board relations and communications, stockholder relations, including share transfer, record-keeping, and dividend payments; ensured best public company practices were or could be deployed in the event of IPO or other public transaction; handled crisis management communications after unanticipated death of CEO.
- Representative to industry trade association; directed lobbying efforts; provided insight and direction on legislative initiatives, new laws and regulations impacting the company.

OGLEBAY NORTON COMPANY, Cleveland, OH**1998 to 2007**

\$500 million, 150 year-old public company which mines, processes and distributes aggregates and industrial minerals from more than 20 U.S. facilities for construction aggregate, industrial and chemical, filler, environmental, and energy applications. The company owned and operated one of the largest Great Lakes maritime fleets until sold in 2006.

Vice President, General Counsel & Secretary (1999 to 2007)**Director, Corporate Affairs & Secretary (1998 to 1999)**

Responsible for all corporate legal, governance, and compliance issues. Key areas of responsibility included Board of Directors management, directing in-house and outsourced legal and audit professionals, and directing strategic legal initiatives. Member of executive team responsible for developing corporate strategy. Reported to the Chairman and CEO, managed a staff 8.

Corporate Governance Strategy:

- Led transformation of corporate governance strategy, including independent board of directors and committee structure; primary board contact, including for independent CEO assessments, investigations and audits.
- Managed re-seating of the board of directors upon a change in control.
- Managed internal audit and investor and shareholder relations.
- Advised directors, officers and management on matters relating to the SEC; coordinated with finance group the preparation of all public finance documents and filings; participated on Disclosure Committee; managed all insider information, stock option programs and related filings; managed shareholder relations.
- Directed development of ethics and compliance training program, policies, procedures, charters, and the like; instituted and managed an anonymous ethics hotline; managed internal audit; created an Ethics Advisory Board enabling employees of all levels and locations to have input into the ethical culture of the company.

Restructuring:

- Led legal strategy for financial reorganization and recapitalization.
- Negotiated terms of preferred stock, common stock and warrants with the company's creditors' committee and conducted public securities offerings (registered with the United States Securities and Exchange Commission (SEC)) and private placements of securities to raise funds needed to emerge from bankruptcy.
- Negotiated multiple revolving credit and term loan agreements, before, during and after bankruptcy.
- Negotiated structured settlement of plaintiffs' toxic tort claims (asbestos & silica) enabling emergence from bankruptcy less than one year after filing without a plaintiffs' §524(g) Trust.
- Negotiated coverage-in-place with multiple insurers for post emergence claims passed through the bankruptcy.
- Defended against a hostile take-over bid.
- Negotiated and led divestiture of maritime group for \$150 million involving 3 buyers, 12 vessels and 2 unions.
- Led efforts to convert all outstanding preferred shares to common shares, gained shareholder consent to becoming a non-registrant with the SEC.

Risk Management, Insurance Coverage and Litigation:

- Managed in excess of \$1.2 billion in insurance assets.
- Negotiated \$80+ million trust with international insurer, coverage-in-place with multiple domestic carriers, and buy-out of claims from insolvent insurers resulting in payments in excess of \$13 million to the company in addition to nearly total coverage for indemnity and defense, enabling the reversal of a growing reserve for asbestos and silica products liability matters.
- Directed strategy and management of 100,000 active toxic tort claims, including obtaining dismissal of more than 60%, preserving company insurance assets, and minimizing company out of pocket expense.
- Supervised creation of matter management system enabling all outside counsel and in-house staff to share information, and manage and track litigation.
- Negotiated and placed director and officer insurance; managed investigation of shareholder claims and litigation.
- Teamed with environmental, health and safety, risk management and human resources management to improve safety record and reduce monetary and human resource costs of compliance failures.

Other Accomplishments:

- Real Estate Management: Acquisitions, divestitures, and leasing of real estate in 10 states, Canada, and Europe, including mineral reserves and rights, oil and gas and water rights.

- Corporate Transactions: Negotiated corporate acquisitions, divestitures, and commercial agreements.
- Management: Restructured legal and internal audit departments to be responsive, client focused and cost-effective, including implementation of a collaborative matter management and document system enabling business unit management to have real time access to case and deal status without compromising confidentiality or privilege.
- Labor, Employment, Compensation and Benefits: Teamed with Human Resources on labor negotiations, grievances, qualified and non-qualified benefit and compensation plans, reductions in force, and key management separations.
- Crisis Management: Led crisis management teams through 2 work-related fatalities and financial challenges; primary spokesperson to media, government and regulators.

SHERWIN WILLIAMS COMPANY, Cleveland, OH**1990 to 1998**

\$7.2 billion global paint and coatings industry leader with 27,000 employees across 6 divisions.

Business Unit Director, Licensed Brands (1995 to 1998)**Director, Marketing Communications, Consumer Brands (1993 to 1995)****Corporate Counsel (1990 to 1993)**

Promoted from legal counsel role to division management for \$7 billion international paint manufacturing and retailer; held a variety of marketing and sales management roles.

Business Management:

- Managed profit and loss, marketing, and sales for the \$52 million Licensed Brands business unit; Launched Martha Stewart Everyday Colors Paint at Kmart - first year sales of \$22 million exceeded sales plan by 40% and profitability plan by 70%; Awarded Edison from American Marketing Association for the launch; sold Martha Stewart line into Sears; increased Ralph Lauren Paint line from \$11 million to \$32 million business in 9 months; expanded distribution of Ralph Lauren Paints to 92% of all Home Depot stores and over 270 independent dealers in the US and Canada.
- Led negotiations of large customer contracts with Sears, Home Depot, Kmart, and others and with vendors and licensors such as HGTV, the NBA, Turner Broadcasting, Ralph Lauren, and Martha Stewart.
- Created centralized advertising, public relations, and sales promotion group with budget in excess of \$25 million; developed strategic positioning, advertising, and communications plan for Dutch Boy, Cuprinol, Pratt & Lambert, Martin Senour, and H&C brands of paints and stains; conducted agency review and selection process including negotiations of financial and working arrangements with all agencies; directed/created all internal communications programs including national sales meetings and presentations to Board of Directors for division executives.
- Negotiated acquisitions of and integrated key assets from DeSoto (including the disposition of certain assets to Rohm and Haas and Valspar) and Cuprinol, Pratt & Lambert, H&C, and Thompson's/Minwax.
- Served as division spokesperson to financial community and press regarding acquisitions, environmental matters, major customer relations, and brand issues.
- Created corporate giving policy and procedure enhancing brand image and awareness through significant cause related marketing programs; focused on urban renewal including achieving international media coverage of painting the graffiti covered Hollywood Sign (25 million unpaid media contacts were achieved over a 6-week period of time).

Legal Management:

- Negotiated real estate and international vendor/customer contracts including import and export agreements.
- Negotiated the acquisition of numerous paint and coatings companies.
- Directed company's ERISA and employment law concerns including immigration, interpretation of plans and communication to employees of plan changes for Defined Benefit, Defined Contribution, 401(k), Top Hat, ESOP, LTD, Health and executive compensation plans.

ULMER BERNE, L.L.P.**1985 to 1990**

A 180 attorney law firm representing financial institutions, pharmaceutical companies, family businesses, international joint ventures and affiliations, investor groups, start-up businesses, governmental entities, and nonprofit organizations.

Associate Attorney (1986 to 1990)**Law Clerk (1985 to 1986)**

- Attorney in business department representing a variety of clients in contract negotiations, mergers and acquisitions, real estate transactions, employment law matters, immigration, customs, banking and finance, and securities transactions.

EDUCATION

J.D., Case Western Reserve School of Law (*Cum Laude*), Cleveland, OH, 1986
A.B., Colgate University (*Cum Laude*), Hamilton, NY, 1983
Kinosioni (Senior Honor Society); George Cobb Fellow for Distinguished Service

Strategic Marketing Management, Darden School of Business Administration
University of Virginia, Charlottesville, VA, 1995
Communications Strategy, Kellogg School of Management, Northwestern University, Chicago, IL, 1993

PROFESSIONAL AND COMMUNITY RELATIONSHIPS

AV-Rated for more than 15 years
Selected for the Inaugural Edition of the
Martindale-Hubbell Bar Register of Preeminent Women Lawyers™ (2011-present)
Named one of Tampa Bay's Top Lawyers by Tampa Bay Magazine, National Law Journal, and ALM Top-Rate
Lawyers (2010-present)
Woman of Distinction, Tampa Jewish Community Federation (2010)
Leadership Cleveland, Class of 2002
Cleveland YWCA Woman of Professional Excellence (1996)

Florida Academy of Professional Mediators (2010-present)
Society of Corporate Secretaries and Governance Professionals (1999 to 2010);
Ohio Chapter Treasurer (2005); Secretary (2006)
Greater Cleveland General Counsel Society (2003 to 2006)
ABA, Business Law Section Spring Meeting (2007), Panelist/Presenter
Ohio Bar Association Seminar Series (2006) Presenter
Glasser Legalworks SEC Conference (2002 to 2004) Panelist/Presenter
American, Ohio, Florida, Hillsborough County, Tampa Bay Bankruptcy Bar Associations;
ABA - Business Law and Dispute Resolution Sections

Tampa JCC and Federation, the umbrella organization for the Tampa Jewish Community
Member of the Board and President (2015-present)
[President during the construction and opening of the Bryan Glazer Family JCC]
Member of the Board and Co-President (2014-2015)
Bay Area Legal Services, volunteer for Don Castor Center for Not for Profits (2014-present)
Weinberg Village LLC, an assisted living facility in Tampa, FL, Manager (2008 to 2014)
Secretary to Board (2011- 2014)
Tampa Orlando Pinellas Jewish Foundation, a community foundation in Tampa, FL, Trustee (2009 to 2014)
Tampa Chair (2011- 2014)
Secretary to Board (2012 – present)
GMP Retiree Medical Trust, a Taft-Hartley Trust providing medical benefits to retirees of participating GMP Employers
in Ft. Myers, FL, Trustee (2007 to 2010)
Providence House, a crisis nursery serving children under the age of 6, Cleveland, OH
Trustee, Fund Development and Governance Committees (2000 to 2006)
Secretary, Governance and Executive Committees (2001 to 2003)