

LAW & BUSINESS
DIRECTORY
OF
MAJOR U.S.
LAW FIRMS

1984-85

VOLUME 2
Missouri-Wisconsin
Indexes

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855 Valley Road, Clifton, NJ 07013

Printed in the United States of America

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ORGANIZATION

Founded in 1916, the firm is presently comprised of 50 lawyers, of whom 27 are partners.

Attorneys in the firm are from a variety of personal backgrounds and law schools.

SPECIALIZATION

The firm's practice is broad and continues to grow in both size and scope. In addition to the general representation of a number of major businesses with headquarters in the Kansas City area and elsewhere, lawyers in the firm enjoy substantial specialized practice in the areas of litigation, securities, finance, banking law, estate planning, probate and trust law, real estate, commercial transactions, bankruptcy, taxation, pension and profit-sharing, anti-trust, health care, education and labor law. The firm's litigation practice includes such fields as products liability, professional liability defense (architectural, engineering, medical and legal), construction, securities, antitrust, tax, and insurance.

The firm enjoys an almost uniquely balanced practice, with approximately half of the partners engaged in the firm's varied litigation practice and half in corporate and other nonlitigation areas.

CLIENTS

Clients representative of the firm's diverse practice include a major bank holding company, other banking and trust company interests, national and multinational manufacturers, an international firm of consulting engineers, insurance companies, a major public utility, investment banking and commodity firms, real estate developers and numerous other business concerns and professional corporations. The firm also represents such public or quasi-public organizations as an urban public school district, a major hospital and medical center,

(BLACKWELL SANDERS MATHENY WEARY & LOMBARDI, *continued*)

and a Public Broadcasting Service affiliate. The firm is also counsel for numerous charitable institutions and foundations.

BACKGROUND

Blackwell Sanders is engaged in a rapidly expanding general corporate, business and litigation practice. Through controlled, internal growth, the firm has doubled in size during the past six years.

Since 1972, the firm has been located in offices in Crown Center, a nationally-acclaimed office, retail, residential and hotel development in Kansas City, Missouri. In 1981, the firm expanded its practice by opening a second office in Olathe, Kansas, a suburb of Kansas City located in Johnson County, Kansas. With the opening of a Kansas office, the firm expects to enhance the growth it has been experiencing.

MISCELLANEOUS

Besides enjoying the advantages of both a word processing computer center, computerized accounting and billing, and a computerized legal research system (LEXIS), the firm has been during the past few years at the forefront of computerized litigation support. In the form of both an in-house computer system and terminal connections to computer systems of major clients, the firm has developed substantial experience in the use of computers in major case support. The firm also makes use of other technological advancements which provide professional support, including an in-house videotape department with color capabilities in both stationary and mobile equipment.

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ORGANIZATION

Gage & Tucker came into its present form and under its present name when its two predecessor firms merged in 1970. The firm is the successor of two of the oldest law practices in the region, which trace their origins to the late 1850's.

The firm is composed of 59 lawyers, 8 legal assistants and 65 support staff members. Major areas of practice include general corporate law, litigation and labor law, estate planning and administration, corporate and personal taxes, real estate, agribusiness law, corporate financing (including industrial revenue bonds and municipal bonds), health law and energy and environmental law.

The firm has branches in Washington, D.C. (four lawyers), Boston, Massachusetts (one lawyer), Overland Park, Kansas, (6 lawyers) and Lake Ozark, Missouri (one lawyer). Partners in the Washington and Boston offices are recognized leaders in the practice of government contracts law. From those offices the firm represents clients before numerous government agencies, including the Department of Defense, the Department of Agriculture and others. In addition to corporate clients in the United States, the Washington office represents several large European companies in their relationships with the U.S. government and with domestic corporations.

The managing partner is John H. Kreamer. The firm's executive committee consists of John H. Kreamer, Paul Scott Kelly, Jr., John C. Gage, Phil M. Cartmell, Jr. and John S. Eckels. Its administrative committee members are Kenneth V. Butler, Major W. Park, Jr., Thomas M. Higgins, III, Arthur E. Fillmore and W. Russel Welsh. The firm's administrator and controller is Don Shanks. The librarian is Sharon O'Donoghue-Cahill.

(GAGE & TUCKER, *continued*)

AREAS OF SPECIALIZATION

GENERAL CORPORATE In the general corporate law area, Gage & Tucker lawyers advise and assist clients with domestic and international contracts and in the formation, reorganization, financing and expansion of general and limited partnerships and business and professional corporations. Gage & Tucker is frequently called upon to represent clients in mergers and acquisitions. The firm has provided representation to both acquirors and target companies in takeover or tender offers. Corporate and finance activities include representation of agribusiness and banking clients.

LITIGATION AND LABOR Gage & Tucker represents individuals and corporations before federal and state courts and administrative agencies throughout the country. Litigation conducted by the firm involves commercial disputes, securities, antitrust, product liability, suretyship, labor and employer/employee relations, media communications, personal injury, medical malpractice defense and real estate. The firm has represented defendants in civil and criminal antitrust cases and plaintiffs and defendants in private treble damage and injunction cases and in class actions. In addition to labor-related litigation matters, the firm advises and assists numerous employers and employer associations in every field of labor law, including such areas as resistance to unionization, collective bargaining, arbitration, strikes and work stoppages, employment discrimination and civil rights, workmen's compensation and all matters involving the National Labor Relations Act and related statutes and regulations.

CORPORATE FINANCE AND SECURITIES Gage & Tucker lawyers are involved in the representation of issuer corporations and partnerships, selling shareholders and underwriters in both public and private offerings of securities. The firm's securities practice includes preparation of registration statements, exemption applications, offering circulars, proxy statements and reports filed with the Securities & Exchange Commission, and in other transactions regulated under federal and state securities laws. This includes packaging of limited partnership interests in real estate and oil and gas syndications.

As recognized bond lawyers, the firm is active in the field of municipal and industrial revenue bond offerings.

The firm represents lenders and borrowers in a wide variety of financing transactions, including preparation of loan and security agreements, bond indentures, leveraged leases and equipment financing and tax-exempt financing. It also represents syndicated investment partnerships, both on a regular basis and on special projects.

REAL ESTATE Gage & Tucker handles transactions involving the use, zoning and conveyance of land for a broad range of clients, including individuals, farm owners and large and small corporations. The firm works with all areas of landlord/tenant relations, legal aspects of commercial real estate and construction and title disputes.

Clients include major developers to whom the firm gives advice on lending, leasing, zoning, subdivision, land use, pollution and other development matters. Many projects are syndicated and the firm prepares the offering memoranda, limited partnership agreements and related documents and, where required, registration under securities laws.

ESTATE PLANNING The firm designs estate plans to minimize federal and state taxation and other costs and to help insure that the future needs of a client's family are secure. A variety of legal services is provided, including the preparation of powers of attorney, wills, trusts and general guidance in personal estate planning. A substantial part of the firm's estate

(GAGE & TUCKER, *continued*)

planning services relates to the special problems of the owner of a closely held business or the executive of a client corporation.

AGRIBUSINESS Located in the heart of the world's greatest agricultural area, Gage & Tucker represents several large agricultural cooperatives, which present all the challenges of general business corporations, plus the special challenges created by the fact that they are organized as cooperatives and are engaged in extensive production, marketing and purchasing activities. The firm represents and assists farm and ranch owners for whom it provides specialized business, tax, estate planning and other counsel. It also represented members of the farm credit system in arranging large credit facilities for agriculture.

TAX The firm's tax department advises clients on tax-related matters, including planning for and carrying out acquisitions, divestitures, incorporations, redemptions, reorganizations, liquidations and other corporate distributions. Tax planning for individual clients, partnerships and closely held corporations includes tax shelter matters, pension and retirement benefits and formation of employee stock ownership plans (ESOP's).

The firm's tax lawyers represent corporate and individual clients at the audit, administrative review, tax court and appellate levels. The tax attorneys coordinate advice and planning with the estate planning and corporate departments.

HEALTH Gage & Tucker attorneys serve clients in the rapidly expanding field of health law, including secular and church-affiliated, not-for-profit and proprietary hospitals, medical centers, professional practice groups, specialized treatment centers and medical and dental professional corporations, as well as individual practitioners. The firm represents some 35 Missouri hospitals in defense and settlement of malpractice claims.

Lawyers regularly assist health care clients in the preparation of feasibility studies and financing documents, in appearances before health systems agencies and state certificate of need committees and in legal work in connection with expansion, capital additions and mergers of health care deliverors. Hospital reorganization is also a currently active field.

ENVIRONMENTAL, WATER RESOURCES, OIL AND GAS As client needs have grown, Gage & Tucker has increased its work on questions of pollution control, handling, transportation and disposition of hazardous wastes, land use planning and the developing law that relates to water resources and claims to water. Oil and gas matters are increasingly a part of its practice.

BILLING

Statements to clients for services performed are based on hourly rates which vary from \$30 per hour for paralegals to \$125 per hour. The average hourly charge is in the \$70 per hour range. Bills are generated on the firm's in-house computer and can specify the time devoted to and the charge for each item of work performed or in other formats as requested by the client. To the extent possible work is performed by paralegals or junior attorneys, under supervision of senior attorneys. Emphasis is placed upon avoidance of over-staffing or using two lawyers when one can do the job.

(GAGE & TUCKER, *continued*)

PUBLIC INTEREST

Gage & Tucker has a long-standing tradition of encouraging its lawyers to meet their obligations to both the profession and the public.

Its lawyers are members of leading professional organizations, including the Kansas City Bar Association, the Lawyers Association, the Missouri and Kansas State Bar Associations, the District of Columbia Bar Association, the American Bar Association and the World Association of Lawyers. Partners have chaired the Section of Public Contract Law and the Administrative Law Section of the American Bar Association, and other lawyers have served as officers and committee members of state and national professional associations.

In state and local public service, past or present members of the firm have served as Mayor of Kansas City; member of the Kansas City School Board; president of The American Royal Association; secretary and attorney, Kansas City Board of Election Commissioners; secretary and attorney, Board of Police Commissioners; as trustees of the Philharmonic Association, the Retirement Board of the Kansas City School District, Midwest Research Institute, and as director and president of the Civic Council.

A partner was lead trial attorney in a special section of the Department of Justice, and other lawyers have served as assistant attorneys general in Missouri and as clerks for various state and federal judges, administrative assistant in a U.S. senator's Washington office, as general counsel to the Department of the Navy and for the Department of the Army. Several of the firm's lawyers are active in state bar committees.

Most of the firm's lawyers contribute significant amounts of time to charitable, civic and community organizations as well as in representation of indigent clients and other *pro bono* work.

Partners and associates participate as speakers and participants in continuing legal education programs throughout the country.

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ORGANIZATION/BACKGROUND

Founded in 1873 by Gardiner Lathrop, the firm is the oldest continuous law partnership in Kansas City. The firm has 52 lawyers, including partners and associates. In addition to its Kansas City office, the firm recently established a Washington, D.C. office.

AREAS OF SPECIALIZATION

The firm is organized into three major departments: corporate, litigation, and tax and probate. The work done by each department is considerably broader than its characterization.

The firm is engaged in a highly diversified civil practice in the general fields of litigation, corporate, banking, securities, tax, real estate, administrative law, estate planning and administration, environmental law and antitrust law. Within these fields, the firm does extensive work in the areas of secured transactions, legislative and administrative law at the local, state and federal levels, and public utility rate matters.

MANAGEMENT

The firm has five managing partners who act as a committee to consider firm policies, compensation, and other important matters. When there is a vacancy on the committee, the existing managing partners appoint a new managing partner.

CLIENTS

The firm is general counsel for a number of businesses and financial institutions with headquarters in the Midwest and is regional counsel for other national corporations. Corpo-