

Companies look to Haynes and Boone to provide them with answers to address virtually any employee benefit or executive compensation issue. The lawyers of our Employee Benefits and Executive Compensation Practice Group are readily able to assist companies on a nationwide basis with implementing sophisticated benefit plans and respond to their most challenging compensation issues. Additionally, our lawyers are aware of the daily employee benefits challenges facing companies of all sizes and are capable of helping in-house lawyers and human resources personnel with the day-to-day advice and guidance necessary to properly administer employee benefits plans. Our lawyers can help employers construct and manage their plans efficiently while reaping the full operational, financial and tax advantages that they are entitled to by law. And with cutting-edge experience in plan design and compliance, we effectively defend our clients against regulatory challenges and employee litigation.

Expertise

Our lawyers invest a significant amount of time analyzing cutting-edge developments and trends to help clients avoid pitfalls. Our advice, documents, policies and procedures take into consideration our lawyers' collective experience with governmental audits and analysis of regulatory guidance and case law.

Our lawyers have held various leadership positions in many local and state bar associations, as well as in the **Taxation Section of the American Bar Association** dealing with executive compensation issues. Our lawyers have also served on related committees in the **SouthWest Benefits Association** and have served on the **Internal Revenue Service Gulf Coast Area Tax Exempt and Governmental Entities Council** and the **Internal Revenue Service National Advisory Committee on Tax Exempt and Government Entities (ACT)**. Three of our lawyers have been selected by their peers as **Best Lawyers in America for 2008** in Employee Benefits, and five of our lawyers have been selected as **Texas Super Lawyers**. Our lawyers also have acted as national trainers for IRS agents in the employee benefits area. In addition, our lawyers have served on the faculty of numerous nationally recognized employee benefits continuing legal education programs providing courses at the advanced level to other employee benefits and executive compensation attorneys.

In-House Expertise

In addition to our substantive knowledge, we also pride ourselves on our practical expertise. Through our experience in working on our clients' in-house legal teams as well through our attorneys who have served as in-house counsel for Fortune 500 companies, we understand the practical pressures and constraints around many benefits issues. These issues can include IT systems, HRIS system coding, documentation limitations from IT systems, payroll systems, budget concerns, scheduling and operational issues, resource limitations, global compensation and benefits and vendor outsourcing. This experience allows us to bring a strategic and pragmatic viewpoint to support clients in making the best business decisions

while considering the operational limitations within which they must operate and finding the best way to minimize their legal risks.

Efficiency

The depth and size of Haynes and Boone's Employee Benefits/Executive Compensation Practice Group assures prompt and responsive client service. Our lawyers have drafted many standard benefit plan documents which can be adopted by clients on a cost efficient basis. These documents include a volume submitter 401(k) plan and an equity compensation plan module that includes a plan to provide stock options, restricted stock, SARs and other forms of performance-based compensation.

Industry Experience

Our firm's experience in employee benefit matters covers a broad range of industries, including, among others, financial services, health care, technology, higher education, engineering, grocery, utilities, oil and gas and hospitality.

Integrated Services

Haynes and Boone is very proud of its strong teamwork culture, which promotes cooperation between our Employee Benefits/Executive Compensation Practice Group and lawyers in all other areas of the firm, whose joint participation is often required to successfully handle diverse benefits projects. In addition, we often work together with in-house counsel, benefit consultants and the professional tax, benefits and human resources staffs of our clients to achieve our clients' objectives. Our attorneys have extensive experience involving internal compliance reviews and audits of employee benefit plans by the IRS, DOL, and PBGC.

As an example of our proactive approach to addressing our clients' needs, our Employee Benefits and Securities Practice Group consists of both employee benefits attorneys and securities attorneys who work together on the various securities laws issues that impact the employee benefits practice. The Employee Benefits and Securities Practice Group counsels and advises companies regarding the following: (i) the ever-changing and expanding executive compensation disclosures required in proxy statements, including the compensation discussion and analysis section and the executive compensation tables and related disclosure; (ii) complying with Section 162(m) of the Internal Revenue Code; (iii) the issuance of equity to employees, directors and consultants and the applicable stockholder approval requirements, and securities law exemptions or securities laws filings required for such equity issuances; and (iv) the securities law filings required for companies with employee stock purchase and savings plans.

We also developed the firm's Stock Option Back-Dating Taskforce, a multidisciplinary team designed to address the many facets of business that are affected by improperly priced option grants. The Stock Option Back-Dating Taskforce counsels and advises employers, their boards of directors, and executives on the tax, corporate and securities implications of improperly priced option grants, and assists in the correction of such grants. Also, we have developed the firm's HIPAA Privacy and Security Practice Group, a multidisciplinary team designed to address the many facets of business that are affected by the privacy and security rules. The HIPAA Privacy and Security Practice Group counsels and advises employers, their health plans, third-party administrators and other related parties on their responsibilities under HIPAA and HITECH, and assists those entities with compliance.

The ERISA Litigation Practice Group is another example of our collaborative, proactive approach to addressing an area of increasing interest and need for our clients. Partnering with our securities litigation and employment law attorneys, we developed this group to provide claims avoidance, risk assessment, and trial and appellate services for ERISA class actions and litigation relating to wrongful denial of benefits, breach of fiduciary duties, top hat plans, prohibited transactions, anti-cutback issues, preemption, and benefit discrimination/retaliation claims. The ERISA Litigation Practice Group provides clients with comprehensive legal services for disputes involving ERISA, securities laws, RICO and state law causes of action. We also have acted as special pension counsel in several ERISA class action lawsuits.

Additionally, we have created a Workers' Compensation Non-Subscriber Practice Group to assist Texas employers with their alternative occupational injury benefit plans and other legal compliance matters, and to provide defense representation in litigation and arbitration proceedings brought by employees arising out of work-related injuries.

Client Responsive Fee Arrangements

As mentioned above, we have the ability to deliver efficient, cost-effective services. Our extensive experience and knowledge in this area allows us to offer fixed-fee arrangements for a number of the services required by clients, and other arrangements designed to meet the client's needs and objectives.

Service Areas

- **Retirement Plans**
 - Defined Benefit Plans
 - Profit Sharing Plans
 - Cash Balance Plans
 - 401(k) Plans

- Employee Stock Ownership Plans (ESOPs)
- Multiemployer Plans
- **Health and Welfare Plans**
 - Section 125 Cafeteria Plans
 - Health Plans
 - Medical Reimbursement Plans
 - COBRA Compliance
 - HIPAA Compliance
 - Privacy and HITECH Compliance
 - Multiple Employer Welfare Associations
 - Multiemployer Plans
- **Executive Compensation**
 - Equity Incentive Plans (ISOs, NQSOs and Restricted Stock)
 - Employment Agreements
 - Severance/Retention Agreements
 - Employee Non-Compete/Confidentiality Agreements
 - Supplemental Executive Retirement Plans
 - Non-Qualified Deferred Compensation Plans
 - Code Section 409A Evaluation and Compliance
 - IRS Executive Compensation Audits
- **International Compensation and Benefits**
 - Review of global stock purchase and option plans
 - Review of stock option grant issues in various foreign jurisdictions
 - Assist employers with benefits and tax issues in connection with foreign acquisitions and divestitures, including negotiation of employee benefit provisions involving foreign based subsidiaries with foreign benefit plans
 - Address IRC Section 409A compliance issues relating to resident alien participation in U.S. plans and U.S. citizen participation in foreign plans
 - Analysis of U.S. tax and benefit implications of employment of resident aliens
 - Analysis of benefits issues relating to expatriates
- **Business Transactions**
 - Fiduciary duty counseling in adopting and administering employee benefit plans
 - Employee benefit plan analysis and strategies for post merger integration of employees with different benefit and compensation packages

- Employee benefits due diligence in mergers and acquisitions, lending and other business transactions
- Bankruptcy proceedings
- ERISA and tax issues in investment funds, including credit facilities for funds
- ESOP leveraged buyouts
- Due diligence associated with preparing prospectuses for IPOs
- **Claims and Government Proceedings**
 - ERISA claims review and claims denial proceedings
 - Department of Labor audits
 - Internal Revenue Service audits, including Employee Plans Team Audits which exam simultaneously all of an employer's employee benefit plans, executive compensation plans and payroll taxes
 - ERISA litigation coordinated through the ERISA Litigation Practice Group
- **Fiduciary Responsibility Counseling**
 - Advising in-house legal counsel and in-house plan fiduciaries regarding ERISA fiduciary responsibilities, including in-house fiduciary training for committees administering or managing investments of employee benefit plans
 - Preparing charters for plan committees
 - Performing fiduciary audits for plan committees and other plan fiduciaries
 - Addressing plan fee issues and investment fund issues (including employer securities as an investment alternative)
 - Plan administrator training regarding the obligations and procedural requirements under the ERISA claim and appeal process
- **Non-Subscribers to the Texas Workers' Compensation Act**
 - Counseling on alternative worker injury programs
 - Development and preparation of alternative occupational injury benefit plans
 - Assistance with arbitration and other alternative dispute resolution programs
 - Compliance with ERISA, HIPAA, ADA, FMLA and other laws impacting occupational benefits programs