MARSH ELECTRONICS

Representing the marketplace interests for over 30 years.

A closely held distributor of electronic componentry, Marsh Electronics is the kind of Wisconsin-based firm that the entire state can be proud of. A successful, mid-size employer, and a regional leader in distributing a wide range of electronic components and solutions throughout the North Central United States.

Although founded in 1937, O'Neil, Cannon, Hollman, DeJong and Laing came on board back in the 1980's. In that time, the company was acquired by a larger National firm, then purchased back by the current management team. O'Neil was present at both transactions ensuring a smooth transition. Likewise, our firm has been involved in virtually every aspect of their business — from employment, contract, human resources, and more.

President John Casper has valued our relationship so much that our President, Jim DeJong, was asked to be a member of Marsh Electronics' Board of Advisors.

Headquarters: Milwaukee, WI

Branch Offices: Appleton, WI, Greenvilee, WI,

Hoffman Estates, IL, Twinsburg, OH, Columbus, OH,

Bloomington, MN, Nobleville, IN

WANT TO SHARE YOUR STORY? Just let us know.

O'NEIL, CANNON IS PLEASED TO ANNOUNCE THAT ATTORNEY DOUGLAS DEHLER HAS JOINED THE FIRM

O'Neil Cannon recently hired Attorney Douglas Dehler to expand it's litigation group. Mr. Dehler's legal practice involves business litigation, class action litigation, whistleblower (*qui tam*) lawsuits, ERISA fiduciary litigation, and the representation of clients in a wide range of insurance matters, including insurance bad faith litigation. He has practiced law in the

Milwaukee community for more than 20 years, since graduating *cum laude* from the University of Wisconsin Law School in 1991. Mr. Dehler graduated *cum laude* from Washington University in St. Louis, Missouri, where he received his Bachelor of Science in Business Administration in 1987.

During his legal career, Mr. Dehler served as vice-president and senior litigation counsel for a national health insurance company, where he supervised a staff of in-house attorneys, paralegals and local attorneys and defended the company in litigation throughout the country, including class action litigation. He also regularly advised senior management on risk management and operational issues arising in the claims and underwriting units of the company.

Mr. Dehler has been actively involved in various local bar and community organizations. He currently serves on the *pro bono* committee for the Eastern District of Wisconsin Bar Association, and has been commended by courts for his *pro bono* service. Mr. Dehler also has an interest in issues concerning children with autism spectrum disorders, and is a member of the national Autism Society, the Autism Society of Wisconsin, and the Autism Society of Southeastern Wisconsin.

O'Neil Cannon, founded in Milwaukee in 1973, is a full-service legal practice that primarily focuses on providing business law and civil litigation services to closely-held businesses and their owners. The firm represents corporations, institutions and partnerships at all stages of the business life cycle, helping them start, grow and transition from one generation to the next. We also assist business owners with their personal legal needs including tax and estate planning, family law and litigation – including personal injury litigation.

FIRMS ADVISE ZEON SOLUTIONS ON THE ACQUISITION OF THE GRAND RIVER

Pentvia Partners is pleased to announce Zeon Solutions has acquired The Grand River. Zeon Solutions (located in Milwaukee, Wisconsin) and The Grand River (located in Ann Arbor, Michigan) provide contract software and development services and specialize in e-commerce, search optimization, content management and mobile applications. Zeon in more focused on industrial customers such as Brady Corporation and Grand River is more focused on retailers such Gander Mountain and Eddie Bauer.

Pentvia Partners provided M&A advisory services to Zeon Solutions during this transaction and O'Neil Cannon provided legal assistance and deal advisory services.

Zeon Solutions and The Grand River brands will maintain their unique identities in the marketplace. Both are fast-growing companies: Zeon is an Inc. 500 firm with 250 employees and a compound annual growth rate of 30 percent during the past three years; The Grand River has 35 employees and a compounded annual growth rate of 125 percent during the past three years.

“Both organizations have complementary capabilities and deep eCommerce skill sets, so we see this as an outstanding opportunity to grow together,” said Rupesh Agrawal, CEO of Zeon Solutions.

The combined firms have business-to-consumer and business-to-business experience in a wide range of vertical markets. Their greatest asset is a highly scalable strategic team with strong experience in eCommerce platforms, content management systems, software application development, creative and information design, user experience (UX) and usability, search engine marketing and optimization (SEM/SEO), analytics, social media solutions and more.

“As Zeon Solutions and The Grand River got to know one another, it became clear both companies provided services that were complementary,” said Scott Robertson, The Grand River CEO and co-founder.

Pentvia Partners, LLC is a Mergers and Acquisition advisory firm working with closely held businesses in the lower-middle market. Pentvia’s clients consist of growth-oriented companies considering a merger or acquisition strategy, divestiture of a product line, a need for equity capital, or desire to restructure debt.

O’Neil Cannon is a full-service legal practice that focuses on providing business law and civil litigation services to closely-held businesses and their owners. The Firm counsels clients in asset, stock or merger transactions, and the various tax, ERISA, labor and real estate issues that cut across virtually every deal.

MAIER CERTIFIED AS AN ESTATE PLANNING LAW SPECIALIST

Attorney Joe Maier is newly certified as an Estate Planning Law Specialist by the Estate Law Specialist Board, Inc., an organization accredited by the American Bar Association and affiliated with the National Association of Estate Planners and Councils.

To become Board-certified as an Estate Planning Law Specialist, an attorney must have devoted at least one-third of his or her practice to estate planning for a minimum of five years. In addition to passing a comprehensive examination in estate planning law, the attorney must also receive recommendations from five colleagues and must establish that he or she has at least 36 continuing legal education credits within the last three years.

Joe assists businesses, their owners and investors with employee benefit design and ERISA issues, executive compensation planning, income tax planning surrounding the creation, operation and liquidation of business entities and the creation, formation, merger and acquisition of businesses. Joe assists business owners and families in succession planning and estate planning.

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MORE HONORS FOR OUR ATTORNEYS

The new lists of *Super Lawyers*® and *Rising Stars* are out and O'Neil Cannon is proud to announce that 12 (approximately 40%) of our lawyers made the lists. The lists are published in the December 2011 edition of *Milwaukee Magazine*. Our lawyers making the list are:

Super Lawyers

- James G. DeJong
- Seth E. Dizard
- Peter J. Faust
- John G. Gehringer
- Dean P. Laing
- Gregory W. Lyons
- Patrick G. McBride

Rising Stars

- Chad J. Richter
- John R. Schreiber
- Jason R. Scoby

The lists of *Super Lawyers* and *Rising Stars* are limited to 5% and 2.5%, respectively, of the lawyers practicing in Wisconsin.

Milwaukee Magazine also published lists of the Top 50 Lawyers in Wisconsin and the Top 25 Lawyers in the Milwaukee area, and both Mr. Laing and Mr. Faust made those lists as well. This is the sixth consecutive year that Mr. Laing has made the list of the Top 50 Lawyers in Wisconsin, making him the only commercial litigator in Wisconsin to have done so.

As described in the *Milwaukee Magazine* article, the process used for assembling the *Super Lawyers* and *Rising Stars* lists is as follows:

First, we ask lawyers across the state to name the top attorneys they've personally observed in action. We also perform our own research to find outstanding attorneys who may have been overlooked by their peers. Once we have our candidate pool assembled, we access the background, credentials and experience of each lawyer. Specifically, we look at 12 indicators of peer recognition and professional achievement—things like experience, verdicts and settlements, transactions, clients, honors and awards.

The lawyers are then evaluated by a blue ribbon panel of peers within their primary area of practice. Before final selections are made, we divide the lawyers by firm size and chose the top lawyers from each group until we have a list that represents 5 percent of the lawyers in the state (*Rising Stars lists are limited to 2.5 percent).*

The list of Top 50 Lawyers in Wisconsin is comprised of the 50 lawyers in Wisconsin receiving the highest point totals in the nomination, research and blue ribbon review process. The list of Top 25 Lawyers in the Milwaukee area consists of the 25 lawyers in the Milwaukee area receiving the highest point totals in that same process.

WISCONSIN'S CONCEALED CARRY LAW EFFECTIVE NOVEMBER 1, 2011

Please be advised that Wisconsin's Concealed Carry Law goes into effect on November 1, 2011. In just a few days, your employees and visitors, provided they receive a license, will be able to carry concealed weapons into your businesses and in your company vehicles unless you properly elect otherwise according to the new laws. As employers, you should be prepared to update your employee handbooks, enact new policies, and post the proper signs to accurately reflect your company's policies and to properly minimize the amount of risk you, your business, and your employees are exposed to. A detailed description of the new

laws and how they affect employers is available on our website at this link.

If you have any questions about Wisconsin's new Concealed Carry Law, please contact either Joseph E. Gumina or J.B. Koenings at O'Neil Cannon at 414-276-5000. Either Attorney Gumina or Attorney Koenings can help advise you on the implications of this new law as well as assist you with the drafting of the necessary policies and procedures to best protect your business from liability.

NLRB POSTING DEADLINE EXTENDED UNTIL JANUARY 31, 2012

The NLRB has delayed the deadline for employers to post a new controversial notice to their employees informing them of their rights, including the right to organize, under the National Labor Relations Act ("NLRA"). Previously, the deadline for posting this notice was November 15, 2011, but amidst employer confusion, the National Labor Relations Board ("NLRB") pushed the deadline back to January 31, 2012.

All private employers, including labor unions, must post the prescribed NLRB notice. The only employers exempt from this new rule are agricultural employers, those employers covered under the Railway Labor Act (such as railroads and airlines) and the U.S. Postal Service. It is important to note that this new rule affects all non-exempt employers whether or not that employer's workforce is unionized.

In addition to the above exempt employers, certain small businesses are also exempt from this rule. Such exemptions are based on a small business' annual sales volume by industry, ranging from $50,000 to $1,000,000 in annual sales volume. Do not assume you are exempt from this rule based on the size of your business until you verify the exact NLRB exemption limits for your specific industry.

Under this new rule, all employers covered by the new rule will be required to post an 11×17 inch notice in a conspicuous place where all such employee notices are customarily posted. If your employees work at multiple locations, notice must be posted at each location. For instances where your employees work at a different company, you are required to post notice there as well—if that company will allow it.

A sample notice is available at no cost from the NLRB through its website, either by downloading and printing it or ordering it by mail. Translated versions are also available and must be posted at workplaces where at least 20% of employees are not proficient in English.

Additionally, if an employer customarily posts notices to employees regarding personnel rules or policies on an internet or intranet site, that employer will be required to post the NLRB notice on those sites in addition to the physical posting of the notice in the workplace. There are no reporting or record-keeping requirements under this new rule.

Failure to post notice in accordance with this new rule may be treated as an unfair labor practice under the NLRA and would expose an employer to a potential NLRB investigation. Penalties could range from the NLRB merely requiring that proper signage be posted; an extension of the normal 6 month statute of limitations for filing a charge involving other unfair labor practices; or even to the filing of an unfair labor practice charge against the employer.

If you have any questions about the new NLRB posting requirements, or if you need assistance in determining if your small business is exempt, please contact either Joseph E. Gumina or J.B. Koenings at O'Neil Cannon at 414-276-5000.

ATTORNEY SCOBY REAPPOINTED TO SECOND TERM AS CHAIR OF MBA'S CORPORATE, BANKING AND BUSINESS SECTION

Attorney Jason Scoby of O'Neil Cannon was recently reappointed to serve as Chair of the Corporate, Banking and Business Section of the Milwaukee Bar Association ("MBA"). In this role, Attorney Scoby focuses on providing continuing legal education presentations and resources, as well as networking opportunities for attorneys and other professionals in the corporate, banking, and business field.

Some of the topics to be addressed in upcoming presentations may include:

- Choice of Business Entity and the Associated Business and Tax Implications
- Various Subjects in Mergers and Acquisitions
- Lending Issues
- Ethical Issues Involved in Business Transactions
- Contract Drafting

If you would like further information regarding an upcoming MBA event, or if you are interested in making a presentation for the MBA's Corporate, Banking and Business Section, please contact Jason at jason.scoby@wilaw.com.

Attorney Scoby is an associate at O'Neil Cannon, where he assists clients on a wide variety of

corporate and business-related issues, including commercial transactions, mergers and acquisitions, general corporate law, franchising, contract preparation and negotiation, business entity selection, and regulatory compliance.

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LAING RECOGNIZED BY BEST LAWYERS AS MILWAUKEE'S PERSONAL INJURY LITIGATION LAWYER OF THE YEAR

Best Lawyers®, the oldest and most respected peer-review publication in the legal profession, has named Dean P. Laing as the "Best Lawyers 2012 Milwaukee Personal Injury Litigation Lawyer of the Year.

After more than a quarter of a century in publication, *Best Lawyers* is designating "Lawyers of the Year" in high-profile legal specialties in large legal communities. Only a single lawyer in each specialty in each community is being honored as the "Lawyer of the Year."

Best Lawyers compiles its lists of outstanding attorneys by conducting exhaustive peer-review surveys in which thousands of leading lawyers confidentially evaluate their professional peers. The current, 18th edition of *The Best Lawyers in America* (2012) is based on more than 3.9 million detailed evaluations of lawyers by other lawyers.

The lawyers being honored as "Lawyers of the Year" have received particularly high ratings in our surveys by earning a high level of respect among their peers for their abilities, professionalism, and integrity.

Attorney Dean P. Laing has been with the law firm of O'Neil Cannon for 28 years and leads the Firm's litigation practice. In addition to representing Fortune 500 companies and other companies in their business litigation needs, he represents severely injured persons in prosecuting their personal injury claims.

Throughout his legal career, Mr. Laing has been frequently recognized by members of the

Wisconsin bar and judiciary as one of the top trial attorneys in Wisconsin. He is board certified as a Civil Trial Specialist by the National Board of Trial Advocacy and a frequent author and speaker on various legal issues.

AN EMPLOYER'S GUIDE TO WISCONSIN'S CONCEALED CARRY LAW

On July 8, 2011, Governor Walker signed 2011 Senate Bill 93 into law as 2011 Wisconsin Act 35. More commonly referred to as the "Concealed Carry Law," this new law will be codified as Wisconsin Statute § 175.60. While the Concealed Carry Law will not be effective until November 1, 2011, Wisconsin businesses should understand the full scope of the law now and be fully prepared for its final implementation in November.

Read full article here.