



W. Robert Kellegrew, Jr. Esq.

bob@puritanfaust.com

Mobile # +1-978-761-0998

IpFax # +1-617-249-1843

SUMMARY OF CAREER EXPERIENCE

<u>Year</u>	<u>Company</u>	<u>Position(s) Held</u>
2003 – Present	Puritan Faust, LLC	Of Counsel
2002 – 2003	SpeechWorks International Inc.	General Counsel
2001 -- 2002	American Tower Corp.	Vice-President, General Counsel & Corporate Secretary
1997 -- 2001	PictureTel Corporation	Vice-President, General Counsel, Treasurer & Corporate Secretary
1996 -- 1997	FTP Software, Inc.	Vice-President & Deputy General Counsel
1985 -- 1996	Stratus Computer, Inc	Associate General Counsel
1980 -- 1985	Applicon/Schlumberger	Corporate Attorney
1979 -- 1980	Marullo & Barnes	Corporate Attorney, Private Practice

SPECIFIC AREAS OF EXPERIENCE

Publicly Traded Company Areas & Corporate Governance

Secretary: Requires frequent interaction with board of directors. Responsible for drafting of all resolutions, keeping minutes, routine communication with board of directors as well as providing advice to board of directors regarding fiduciary duties. Also includes responsibility for organizing and running the formal section of the annual meeting of shareholders. Additional responsibility includes maintaining the legal structure of all subsidiaries, worldwide. American Tower had 70 plus subsidiaries.

Public Disclosure (SEC) Requirements: Significant experience with all SEC required filings including, 10K, 10Q, 8K, Proxy Solicitation, Rule 144 and 145 opinions, Forms 3,4, &5. Also have acted as an advisor with regard to investor relations. Educated in requirements resulting from Sarbanes-Oxley Act.

General/Education: Created and led company wide effort to train 700 employees in the rules against insider trading. Helped create a company wide code of conduct for two corporations.



Mergers & Acquisitions

Advisor to Special Committee: Was both legal advisor and management representative to the Special Committee of the PictureTel board of directors when they determined to recommend the sale of the company.

Lead Negotiator for \$22 million Preferred Investment: Had responsibility from initial discussions, receipt of capital, through filing of S-3 registration; resulted in my being promoted to Treasurer.

Lead Negotiator for \$30 million Sale of Subsidiary: Member of "sales" team, then lead for negotiation and closing.

Lead In-house counsel for six acquisitions: Responsibility included creating due diligence plan, leading due diligence team, reporting results to with recommendations to senior management/board of directors and leading merger negotiations, including significant review of all merger documents.

Lead In-house counsel for three divestures: Responsibility included negotiation of terms, drafting of agreement and creation of closing documents.

International

European Area: Significant contracting experience in United Kingdom, France, Germany and Italy. Some contracting experience in other European countries.

Pacific Rim: Significant contracting experience with Japanese partners. Some contracting experience with Singapore and Hong Kong.

Latin America: General experience throughout region, with specific contracting experience with Mexico and Brazil.

Intellectual Property

General: As an in-house attorney for high technology companies for over 20 years I have an extensive intellectual property background.

Contract Simplification: Have lead three companies in a successful effort to simplify end user contracts while maintaining basic legal protections.

Negotiation: Have negotiated hundreds of software and other intellectual property agreements to successful conclusions. Some with values of tens of millions. In addition I have successfully negotiated strategic alliances with world technology leaders.

Patent: Reorganized and directed patent application process for PictureTel, reducing cost by 50%.

Litigation: Lead in-house counsel in a 100% successful defense of an alleged \$400 million patent infringement.



Finance

Treasury: Advisor with regard to stock, banking and tax issues.

Revenue Recognition: Advisor with regard to appropriate revenue recognition policy regarding specific transactions. Member of revenue recognition team at Stratus Computer; outside auditors did not oppose a single decision.

Human Resources

Employee Relations: Lead in-house lawyer for employee relation matters for each company that I have worked for. Promoted and trained in-house employee relations attorney for American Tower.

Employee Benefits: 401K and Benefits Committee member and trustee.

Employee Disputes: Have managed numerous employee disputes to successful conclusion.

Management

In-house: Have successfully managed, through difficult economic situations, departments as large as 18 and as small as 3. Was hired at American Tower to reorganize and then create a “corporate” legal department; successfully completed this task.

Outside Resources: Have significant experience in managing outside counsel, worldwide, at very large law firms including 5 of Boston’s largest law firms. Invited on a number of occasions to be a guest speaker at a major Boston law firm.

Litigation/Disputes

Shareholder Suits: Have been lead in-house counsel for three successful defenses of shareholder actions. Two of the actions were the first filed in their districts under the Private Securities Reform Act. In all cases I selected outside counsel and was an active participant in strategy decisions and negotiations.

Complex Litigation: Have been lead in-house counsel in the successful defense of a number of multi-million dollar claims. In all cases I selected outside counsel and was an active participant in strategy decisions and negotiations.

Patent Litigation: Lead in-house counsel in a 100% successful defense of an alleged \$400 million patent infringement. The National Law Journal listed the result as one of the top 10 defense verdicts of 1998. In this matter I made all strategy decisions, including which witnesses to present at trial and which to withhold.

Education

1978
1975

Juris Doctorate – Western New England College School of Law
Bachelor of Arts – University of Massachusetts at Boston