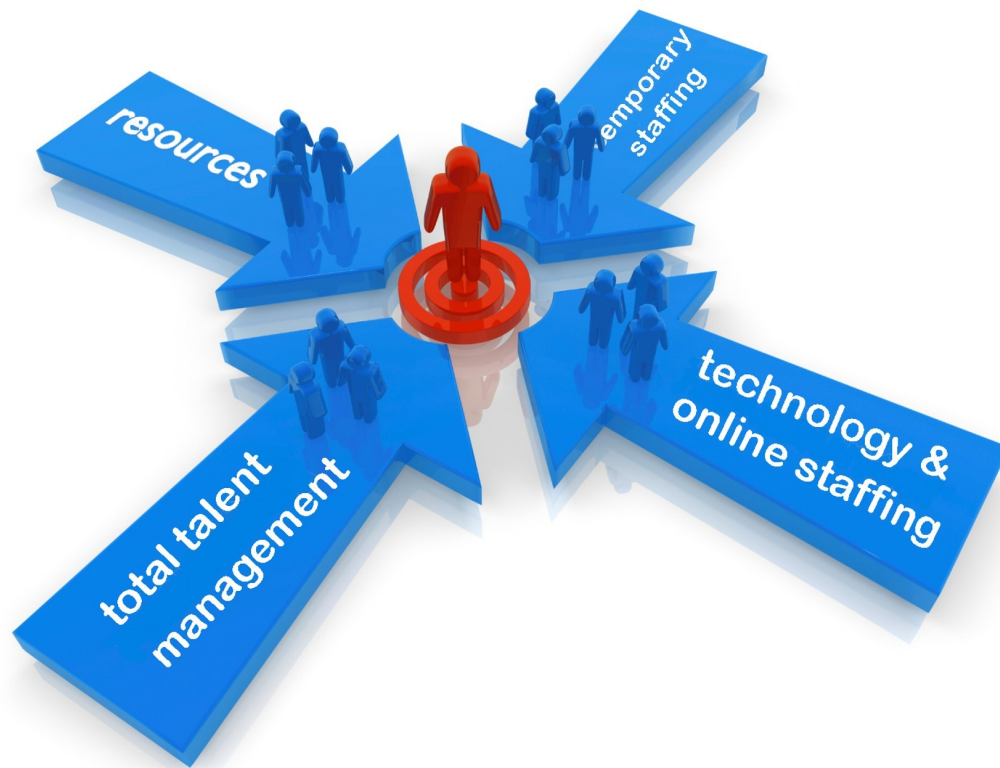


BECKER STAFFING GROUP

Uniquely committed to the Staffing Industry

SELECT ACHIEVEMENTS 2014



Becker has a unique commitment to the staffing industry. Through the “Becker Staffing Institute” and our leadership role in various staffing associations, our Staffing Attorneys keep abreast of the latest legal and business developments in the staffing industry. Our dedication to understanding the industry keeps our attorneys informed of the best practices within the industry, resulting in a tangible advantage to our staffing clients.

HOW WE FACILITATE CLIENT GAINS

- IMPROVED PERFORMANCE
- ADVANCED THOUGHT
- ENHANCED RELATIONSHIPS



Becker represents a diverse group of staffing companies and other human resource management entities across the United States.

In 2014, our Staffing Attorneys handled a wide array of legal and business issues for our growing list of clients including: (1) consulting on mergers, acquisition and growth strategy, (2) assisting clients in restructuring their processes for on-boarding and off-boarding temporary employees, (3) helping clients revise their compensation plan to better align employee productivity with company vision, (4) negotiating and drafting various complex contractual agreements between staffing companies and their clients, (5) providing staffing clients with guidance on employment matters, including ACA compliance, (6) representing clients in various employment, contract and tort litigation, and (7) continuing to educate our clients on important industry-specific topics.



Mergers, Acquisitions, and Growth Strategy

A continuing trend in the staffing industry is for successful companies to utilize mergers and acquisitions as a key component of their long-term growth and innovation strategies. In 2014, we helped a number of staffing companies design and implement acquisition growth strategies. In some cases these strategies were aimed at facilitating long term growth and in other cases to increase value as part of a short term sale strategy.

Selected 2014 Transactions

Becker had a very active year advising numerous clients on mergers, acquisitions, other business combinations and complex transactions in various industry sectors including staffing. In total, our attorneys helped clients close deals worth over 100 million dollars. These deals included:

- Advising, negotiating and assisting a staffing client with the acquisition of a health care staffing company;
- Negotiating and assisting a client in conducting due diligence regarding the acquisition of a legal and professional staffing company;
- Negotiating and drafting LOI and other legal documents associated with the acquisition of a light industry and staffing company;
- Advising a staffing client on the formation of a joint venture that allowed both staffing firms to enter into new markets;
- Representing a staffing firm in the acquisition of international assets and operations; and
- Guiding several clients through the selection of investment banking firms and other acquisition team professionals, including negotiation of retainer agreements.

Mergers, Acquisitions, and Growth Strategy (cont'd)

Selected 2014 Transactions

In addition, our Staffing Attorneys spoke and wrote on various important topics relating to mergers and acquisitions:

- Speaker: New Jersey Staffing Alliance Breakfast Meeting, June 10, 2014: Mergers and Acquisitions: How to Increase the Value of Your Staffing Firm;
- ASJ Partners Webinar, March 2014: How to Increase the Value of Your Staffing Firm; and
- Speaker New Jersey Staffing Alliance Law Day, February 2014: Mergers and Acquisitions: Preparing for Growth.



Counseling Clients on Acquisition Growth

Growth is the goal of most successful companies, including most successful staffing companies. Our Staffing Attorneys provide counsel critical to our clients' ability to grow their organizations. This counseling ranges from advising clients on the proper corporate structure to assisting clients in acquiring, maintaining and incentivizing key personnel through compensation plans and other contractual vehicles.

Counseling Clients on Organic Growth

The goal of every staffing company is organic (or internal) growth. This year, our Staffing Attorneys helped a number of clients design and implement organic growth strategies including:

- Assisting several clients in acquiring key personnel;
- Counseling several clients on phantom stock and other incentive compensation plans;
- Recommending that a client separate distinct operational units into separate entities, to promote greater financial transparency, provide a better structure for growth and account for the unique business risks of each operational unit;
- Restructuring an LLC operating agreement to better position a company for growth; and
- Assisting a client in the formation of a new operating company.

In addition, our attorneys presented and wrote about ways staffing companies can achieve organic growth. Our attorneys spoke about talent acquisition and talent retention at the New Jersey Staffing Alliance Law Day and authored articles on topics, such as "Consider 'Consideration' in Post Employment Restrictive Covenant" and "Increasing Staffing Company Value" in the Staffing Industry Analysts' Staffing Stream Blog.

Restructuring Processes for On-Boarding and Off-Boarding

The failure to adhere to best practices in on-boarding and off-boarding temporary employees leaves staffing companies at a competitive disadvantage and open to potential liability. As a result, we recommend that our clients take a proactive approach to reviewing and revising their on-boarding and off-boarding processes to ensure they follow best practices.

In 2014, our Staffing Attorneys assisted a number of clients on improving their on-boarding and off-boarding processes. We helped staffing clients assess and overhaul the on-boarding and off-boarding processes to incorporate various best practices, limit potential liability and improve efficiencies. We assisted other clients in improving parts of their on-boarding and off-boarding processes by adopting better procedures, policies and employee handbooks. Of particular importance to many of our clients this year was ACA compliance. We devised on-boarding and off-boarding procedures and drafted ACA related notices to ensure ACA compliance.

In addition, we provided guidance to a number of clients on whether it was appropriate to establish independent contractor relationships with their temporary placements and, in those circumstances where that was appropriate, we counseled our clients on how to properly document that relationship during the on-boarding and off-boarding processes.

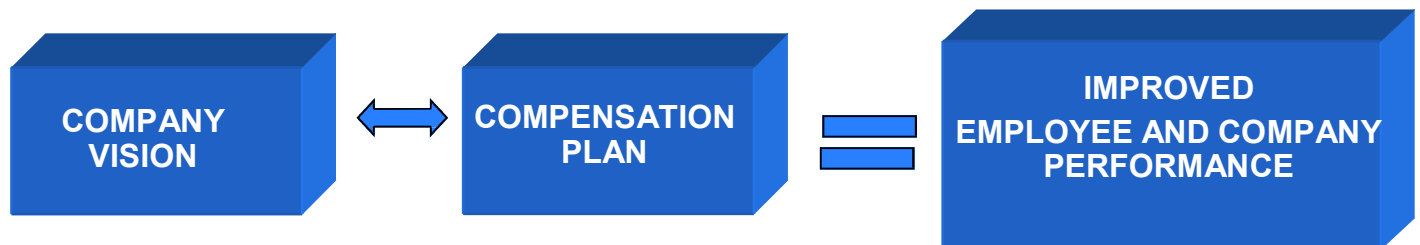


Becker Staffing Institute Project: On-Boarding and Off-Boarding

In 2012, Becker launched the “Becker Staffing Institute,” which is an internal learning institute aimed at keeping the firm’s Staffing Attorneys abreast of the latest legal and business developments in the staffing industry. Because of its importance to the success of our staffing clients, our Staffing Attorneys through the Becker Staffing Institute have spent the past two years studying on-boarding and off-boarding best practices including field observation of several staffing companies processes, interviewing clients and other staffing company personnel on their processes and undertaking a literature search and review of the leading articles published on the subject matter.

Aligning Compensation Plans to Promote Company Vision

Successful staffing companies align their compensation plans to promote desired behavior and productivity. These companies incentivize their recruiters, sales staff, key employees and “C” level management to work as a team to further stated company interests. This past year, we helped several clients review their compensation plans and make modifications to better align compensation with the company mission. We revised company compensation and bonus policies and employment contracts to reflect the new compensation systems. We counseled a number of clients with respect to phantom stock and other compensation plans. In each instance, our clients reaped tangible and immediate benefits, including one instance where we assisted a client in implementing a compensation plan that not only incentivized its employees to perform at a higher level but also garnered the company material savings.



Protecting Clients' Interests in Agreements with Clients

Staffing relationships can be complex. In 2014, we assisted our staffing clients in negotiating, drafting and reviewing dozens of agreements between them and their customers. The ultimate results of these efforts included helping clients: (1) to better protect their rights to compensation through the inclusion of various performance and payment protections, and (2) to fairly apportion risk between them and their customers by clearly defining responsibilities and drafting fair and effective indemnification provisions.



Providing Guidance on Employment Matters

Effective employee management guides employees toward desired behavior and discourages undesired and/or risky behavior. A carefully constructed and well thought out compilation of company policies, procedures, working conditions and behavioral expectations is an essential part of effective employee management.

In 2014, our Staffing Attorneys worked with staffing clients to provide critical guidance on employment and human resource related matters. These matters included:

- Advising on PA unemployment compensation tax reviews;
- Correcting employee misclassification issues of internal staff;
- Creating new template for general purpose national handbook for contingency work-force;
- Reviewing, modifying, and updating existing handbooks for internal staff in NJ and in NY;
- Creating new handbook for internal staff in NY;
- Creating new handbooks for contingency workforce in NJ and in NY;
- Reviewing and advising on potential EEOC and ADA matters;
- Providing ACA guidance to numerous clients; and
- Providing guidance on implementation of policies on NYC paid sick leave.



Representing Clients in Litigation

Our Staffing Attorneys represented clients with great success in various litigation in 2014.

Tort Litigation

Becker represents some of the leading healthcare, light industrial and IT staffing companies in the country. Staffing firms in these industries are subject to different tort related risks. In the past year, our Staffing Attorneys had tremendous success defending staffing clients in tort cases.

Case Study

A staffing firm with a complicated corporate structure had become a target for the plaintiff's bar, which resulted in plaintiffs naming companies further up the corporate ladder as defendants in tort actions in an effort to gain additional litigation leverage. Dissatisfied with the results of the initial cases, the company turned to our firm to take over the defense of the parent companies in cases filed in what had become battle ground states (NJ and PA) and help devise a national strategy and protocols for defending the parent companies.

Several of our firm's attorneys flew to corporate headquarters and spent time with the company's general counsel, associate general counsel and risk management team. We devised protocols for defending the parent companies. In a little over a year, our strategy resulted in the dismissal of five of the seven active actions in the battle ground states, a marked decrease in the number of suits filed against the parent company in those states, and the modification of a number of internal corporate policies to better insulate the parent companies.

Representing Clients in Litigation (*cont 'd.*)

Employment Related Litigation

Staffing companies find themselves involved in employment related litigation from time-to-time due to the nature of their business. Over the past year, our Staffing Attorneys represented clients in defending against a number of employment related claims:

- Our Staffing Attorneys successfully defended two wage and hour claims related to unpaid commissions and PTO;
- Our Staffing Attorneys defended a staffing client in a sexual harassment/assault complaint; and
- Our Staffing Attorneys defended a staffing client from a racial discrimination complaint with over lapping co-employer issues; and
- Our Staffing Attorneys represented a staffing client in challenging the misclassification of a class of temporary workers in various state jurisdictions and in negotiations with a national workers compensation carrier.

Breach of Contract Claims and Commercial Disputes

We helped our staffing clients collect close to a million dollars in overdue receivables in the first and second quarters. We also consulted with our clients on better collection practices including insertion of important payment protections in contracts with clients.

We prosecuted a breach of contract claim on behalf of a national publicly trade staffing company against a Chapter 11 debtor while also defending the company against an attempt by the Chapter 11 debtor to obtain a post confirmation nunc pro tunc rejection of the contract between the par ties.

In addition, we represented principals in a staffing company in a multi-million dollar breach of contract and fraudulent representation dispute arising out of a series of complex VMS agreements and sub-agreements.

We counseled a staffing firm on the propriety of filing an administrative claim and protecting against a preference claim in a Chapter 11 bankruptcy case.

Continuing to Educate Our Clients

In the past year, our Staffing Attorneys lectured and wrote on a number of subject matters including:

- Speaker: Mid Atlantic Staffing Association Law Day, September 16, 2014: *Protecting Your Trade Secrets and Confidential Information: A Practical Guide*;
- Speaker: New Jersey Staffing Alliance Breakfast Meeting, June 10, 2014: Mergers and Acquisitions: How to Increase the Value of Your Staffing Firm
- ASJ Partners Webinar, March 2014: How to Increase the Value of Your Staffing Firm
- Speaker New Jersey Staffing Alliance Law Day, February 2014: Mergers and Acquisitions: Preparing for Growth
- Speaker NYSA, January 2014: "Ask the Experts" Panels – PPACA
- MRI/General Article: Consider "Consideration" in Post Employment Restrictive Covenants
- Mid Atlantic Staffing Association Newsletter: Cybersecurity and Data Protection (<http://origin.library.constantcontact.com/download/get/file/1109865975212-130/Cybersecurity+5-30-14.pdf>)
- SIA: Quoted in National Article regarding Social Media (<http://www.staffingindustry.com/site/Research-Publications/Publications/CWS-3.0/November-2013/November-13-2013/Is-Social-Media-a-CW-Issue>)
- SIA: Co-Authored Article: How to use background information wisely (<http://www.staffingindustry.com/Research-Publications/Publications/Staffing-Industry-Review/January-February-2014/Benefit-of-Counsel-Check-It-Out>)
- SIA: Authored Blog Contribution: Increasing Staffing Company Value (<http://www.thestaffingstream.com/2014/04/29/increasing-staffing-company-value/>)
- Article--Dollar Tree Stores Class-Action Overtime Penalties and Potential Joint Employer Liability
- Article--HIPAA and HITECH – Employer Liabilities



In addition, our Staffing Attorneys continued to hold important positions and actively participate in the key national and local staffing industry associations.

STAFFING INDUSTRY GROUP MEMBERS

Martin L. Borosko, Esq., Co-Chair

Business Strategy, Complex Corporate Structuring and On-Boarding and Off-Boarding

Direct: (973) 251-8921
mlborosko@becker.legal

David J. Sprong, Esq.

Employment Law, including Restrictive Covenants, Confidentiality Protections and On-Boarding and Off-Boarding

Direct: (973) 251-8934
dsprong@becker.legal

Anthony J. Vizzoni, Esq.

Commercial Transactions, Real Estate

Timothy J. Szuhaj, Esq., Co-Chair

Business Strategy, Mergers and Acquisitions, Governance, Commercial Transactions and Intellectual Property

Direct: (973) 251-8955
tszuhaj@becker.legal

Brian E. Curtis, Esq.

Employment Law including Affordable Care Act and On-Boarding and Off-Boarding,

Direct: (973) 251-8946
becurtis@becker.legal

Wes Bridges, Esq.

Employment Litigation

FIRM PROFILE

Becker is a premier mid-sized firm that provides transactional, counseling, litigation, and regulatory representation to clients ranging from major multinational corporations to local businesses. Becker has earned an AV rating from Martindale-Hubbell, which is the highest possible rating for legal ability and ethics. Our size and footprint allows us to provide sophisticated services in a manner focused not only on results, but also on our clients' return on their legal investment.

*Becker has earned an AV rating from Martindale-Hubbell, which is the highest possible rating for legal ability and ethics.**

Becker has a unique commitment to the staffing industry. Our staffing group consists of seven attorneys, each with experience providing advice to clients in discrete areas of importance to the staffing industry. Our dedication to understanding the industry through the Becker Staffing Institute and our leadership role and participation in major national and local staffing organizations helps us keep abreast of the latest developments and practices in the industry and deliver what we believe to be a tangible benefit to our clients.

We deliver our services through a project management based model – we call “BEST.” Through our BEST model, we provide clients with certainty as to the time table for delivery of our work and the cost. The key to our BEST model is the pre-project discipline we built into it. As part of our BEST model, our attorneys are trained to engage clients in an open and frank discussion about the scope of the work and expectation of the client as to the outcome of the project before the project begins. That discipline ensures that we are on the same page with the client and enables us to provide certainty about the costs and time table for delivery of our work.

