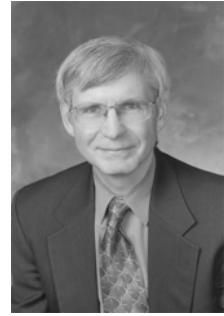


Stephen M. Proctor
Principal

Schaumburg Office
Tel: 847.734.8811
Fax: 847.734.1089
sproctor@masudafunai.com

Language: Japanese



Steve Proctor, Chair of the firm's Business Group, has counseled numerous clients in establishing operations in the U.S., corporate reorganizations; mergers, divestitures and acquisitions; and entity formation.

As a member of the firm's Distribution & Sales Group, Mr. Proctor prepares and negotiates sale and purchase agreements; financing agreements; and security, loan and inter-creditor agreements. He advises clients on the sale, financing, securing and repossessing of collateral, including inventory and equipment, under the Uniform Commercial Code (UCC).

In addition, Mr. Proctor works with clients to protect their intellectual property, including the preparation, review and negotiation of intellectual property license and nondisclosure agreements.

Mr. Proctor is a frequent author and has written several publications for legal journals, such as *The Practical Lawyer* and the *Illinois Bar Journal*. His articles have addressed topics like sales and use tax, sales contracts, corporate documents and employment law.

Mr. Proctor has served the community through Chicago Volunteer Legal Services since 1985, first at the Hull House Legal Clinic and, since 1992, at the Asian Human Services Legal Clinic in Chicago. He was recognized for his volunteer work by being awarded the 1991 Chicago Volunteer Legal Services Distinguished Service Award; the 1995 Asian American Bar Association Community Service Award; and the 2006 Chicago Volunteer Legal Services Distinguished Service Award.

Mr. Proctor is admitted to practice in Illinois, Ohio, Kentucky and the U.S. District Court for the Northern District of Illinois. He received his law degree, *cum laude*, from Indiana University School of Law in 1982. He received his B.A. in history and Japanese, with high distinction, from Indiana University in 1977, and he is a member of the *Phi Beta Kappa* Fraternity.

Prior to his legal career, Mr. Proctor served in the United States Army from 1970 to 1973, including service in Korea from 1970 to 1972. He also lived and worked in Japan from 1977 to 1979, where he studied Japanese language and culture.

Mr. Proctor enjoys website design and programming and has prepared websites, without charge, for nonprofit organizations. He also enjoys running and has completed four marathons.

REPRESENTATIVE MATTERS

- Represented family in sale of family owned business to strategic buyer for more than \$100 million;
- Represented major Japanese industrial company in creating joint venture in automotive industry;
- Represented sellers of industrial and capital goods equipment in transaction valued in tens of millions of dollars;

- Represented acquirer of Chicago based packaging company;
- Represented creditor in bankruptcy of major auto parts supplier, resulting in litigation with successful recovery of amounts owed to creditor;
- Represented Japanese industrial company in divestiture of two subsidiaries for \$60 million, involving intellectual property, securities, employment, licensing, and asset valuation issues;
- Represented several sellers negotiating vendor equipment finance program agreements;
- Represented several suppliers in international equipment supply program agreements and master purchase agreements;
- Negotiated and implemented successful joint venture in material handling industry;
- Negotiated and settled many employment-related disputes.