



"When we say that we're a different kind of law firm and that people will see the benefits of working with us, we mean first, that we're empathetic. We care as much about a client's business and its success as they do. Second, we take a holistic approach, meaning that we look below the surface to understand and "treat" not just the symptoms, but benefit plans as a complex, integrated system that are part of the client's business. Based on our experience, we can tell almost immediately when a seemingly isolated problem might be indicative of more fundamental, systemic flaws. And **we're creative**. We don't work with issues and problems in a strictly linear fashion. We use our experience and expertise to find the best path."

Jeff Chang

"We'd really like people to understand that in over 25 years of practicing employee benefits law as individuals, there aren't many situations we haven't seen. The problems we can't fix are few and far between. That's the benefit of our **very focused** law practice."

Ken Ruthenberg

"For us, **it's about teamwork**. We empower our clients and their other advisors to make their benefit programs more effective by demystifying the obscure. We make our clients, not our firm, the center of their advisory team. We make our clients, not our firm, the center of their benefits program."

Kevin Long

SEE THE BENEFITS...

With over 200 years of employee benefits law experience under one roof, Chang, Ruthenberg & Long is more than one of the largest and most knowledgeable employee benefits practices on the West Coast. Because employee benefits law has been our exclusive focus for 20 years, we're also one of the best.

We work with employers and fiduciaries to improve plan designs, ensure compliance, build benefits teams, solve problems, and realize goals. Our focus, experience, and dedicated resources allow us to efficiently assess each client's unique business needs to deliver practical, best-fit solutions. That's how we've earned an "AV"[®] peer review rating from Martindale-Hubbell, the highest level of professional excellence possible in terms of ethics and legal ability.

SERVICES

This description of our practice provides summarized overviews of the following services:

- Retirement
- Compliance
- Executive Compensation
- Employee Stock Ownership Plans
- Mergers and Acquisitions
- Welfare Plans

It concludes with brief introductions to our legal team.

For more information, please call us toll free at (866) 357-3299 or visit our website at www.seethebenefits.com.

HOW WE CAN HELP

Retirement Plans

Chang, Ruthenberg & Long advises plan sponsors and fiduciaries on all aspects of qualified retirement plans, including: design; documentation; set-up; administration; reporting; fiduciary representation; termination; improvement; compliance assessment and correction; and redesign. Our goal is to help you assure that your organization has taken all of the steps necessary to insulate plan fiduciaries from liabilities and that the plan is:

- Designed to best accomplish your objectives.
- In compliance with the most recent government rules and regulations.
- Free of document or operational failures that can compromise its tax-qualified status.

Compliance

Chang, Ruthenberg & Long attorneys such as Marcel Weiland have extensive experience and a proven record of success with both the IRS's EPCRS and the DOL's DFVCP.

Our baseline checkup of your plan documents can provide early detection to keep potential problems from becoming costly fiduciary liabilities and penalties. Once the review is complete, we'll prepare a report of our findings. If problems are found, we'll prioritize them in order of severity and explain ways in which we can help you bring non-compliant items into compliance — retroactively and prospectively — using one of the government's self-correction programs.

Executive Compensation

Well-crafted executive compensation programs are a critical component to retaining seasoned managers and attracting new executives. Executive compensation includes stock arrangements, nonqualified deferred compensation, "rabbi" trusts, supplemental executive retirement plans (SERPs), change in control/severance arrangements, and plans for tax-exempt employers and governmental agencies (Code section 457 plans).

Qualified Retirement Plans

- 401(k), Safe Harbor 401(k), SIMPLE 401(k)
- Profit Sharing
- Money Purchase
- SEPs, SAR-SEPs
- IRAs
- Target Benefit

Defined Benefit Plans

- Traditional
- Cash Balance
- 412(i)

Government Plans

- Section 457(b)
- Section 457(f)
- Section 415(m)

IRS

- Employee Plans Compliance Resolution System (EPCRS)
- Self-Correction Program (SCP)
- Voluntary Correction Program (VCP)
- Audit Closing Agreement Program (Audit CAP)

DOL

- Delinquent Filer Voluntary Compliance Program (DFVCP)
- Voluntary Fiduciary Correction Program (VFCP)

- Employment Agreements
- 409A
- Bonus And Incentive Arrangements
- Stock Options, Equity Compensation
- Severance Arrangements

Employee Stock Ownership Plans (ESOPs)

We design and implement the full spectrum of ESOPs and ESOP transactions. We also routinely represent ESOP companies and fiduciaries in IRS and DOL audits and enforcement actions. Our practice identifies, designs, and implements strategies to:

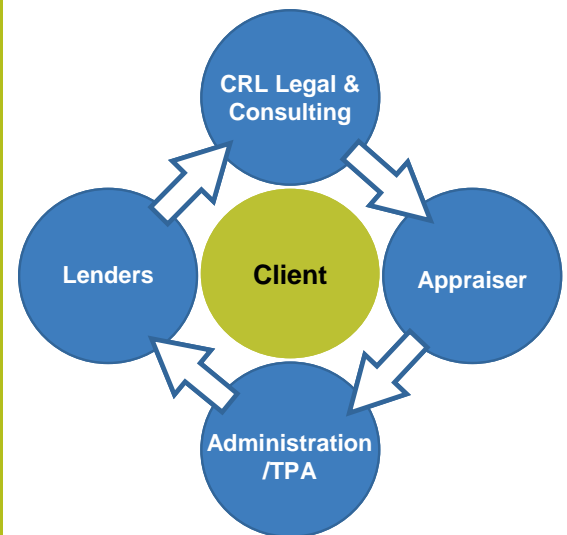
- Create 100% tax-free employee-owned, for-profit corporations.
- Represent companies and fiduciaries in IRS and DOL actions.
- Pinpoint the most tax-advantaged corporate succession plan for closely held companies.
- Develop fiduciary and corporate governance best practices.
- Implement best practices for ESOP and KSOP arrangements for public companies in coordination with their securities and regulatory advisors.
- Provide liquidity for existing shareholders.
- Attract and retain key employees.
- Stimulate corporate growth and productivity.
- Raise tax-advantaged capital for corporate growth, expansion or refinancing.
- Facilitate mergers and acquisitions on a tax-advantaged basis.

No two companies are exactly alike. That's why effective ESOPs are not one-size-fits-all. Our independent, unbiased approach assures a tailored solution to meet your unique goals. Together, we chart the path that's right for your company.

Mergers And Acquisitions

The market economy and the dynamics of the business cycle foster continuous mergers and acquisitions activity. Chang, Ruthenberg & Long works with businesses to coordinate retirement and welfare benefit plans for both asset and entity acquisitions and divestitures. For various aspects of a plan such as a 401(k), timing is everything. Our mergers and acquisitions experts help companies and their transaction counsel avoid the pitfalls and surprises that can dog employee benefits transitions by examining the client's options early in the process.

The "Client-Centric" Model



Our ESOP approach model puts the client at the center of the process. Our development and coordination of the ESOP advisor team empowers the client's existing advisors and surrounds the client with seamless expertise. Sophisticated and integrated relationships allow prompt and accurate issue resolution, as well as the most sophisticated plan and transaction design.

- Redesign And Coordinate Retirement Plans
- Transaction Due Diligence
- Corrective Compliance
- Tax And ERISA Advice
- COBRA Compliance

Welfare

Chang, Ruthenberg & Long advises multiemployer and single-employer plan sponsors and fiduciaries on all aspects of employee welfare benefit plans, including: design; summary plan descriptions (SPDs); plan documents; set-up; administration; reporting (avoiding multiple Forms 5500); nondiscrimination testing; domestic partner taxation; fiduciary representation; assessment and counsel for plan improvement or compliance; redesign in connection with mergers, acquisitions and divestitures; and termination.

- Retiree Health Plans
- Cafeteria Plans
- Medical Expense Reimbursement Plans
- Health Reimbursement Arrangements (HRAs)
- Health Savings Accounts (HSAs)
- Voluntary Employees' Beneficiary Associations (VEBAs)
- Medical, Dental, And Vision Plans
- 419/419A Plans
- Consolidated Omnibus Budget Reconciliation Act (COBRA)
- Compliance Review Of Qualified Medical Child Support Orders (QMCSOs)
- Health Insurance Portability And Accountability Act (HIPAA)
- Dependent Care Assistance Programs
- Educational Assistance Programs

OUR TEAM

Jeffrey C. Chang

Jeff's practice includes 401(k), profit sharing, pension, and deferred compensation plans for government agencies, for-profit companies, and tax-exempt entities. He also advises numerous tax-exempt entities and government agencies on their 403(b), 457(b), and 457(f) plans. He offers particular expertise in working with clients to adopt best investment practices and limiting exposure to fiduciary liability, as well as in plan assessment for compliance. He is a charter fellow of the American College Of Employee Benefits Counsel, and was selected by his peers for inclusion in the publications "The Best Lawyers In America"® and "Superlawyers"®. Jeff is a member of the Sacramento County, California State and American Bar Associations.

30 Years Of Experience

Education

J.D., U.C. Davis School of Law, 1979; B.A., Economics, U.C. Berkeley, 1976

Particular Areas of Expertise

Retirement Plans
Executive Compensation

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Kenneth W. Ruthenberg, Jr.

Ken has practiced exclusively in employee benefits law since 1979, covering qualified retirement plans, nonqualified deferred compensation plans, and welfare benefit plans. His practice includes highly complex employee groups involving numerous interlocking entities, with tens of thousands of employees. He has extensive experience with cash balance plan conversions. He is a fellow of the American College Of Employee Benefits Counsel. Ken was selected by his peers for inclusion in the registry of "The Best Lawyers In America"® and in the publication "Superlawyers"®. He is a member of the California State and American Bar Associations.

35 Years Of Experience

Education

LL.M. (Tax), Golden Gate University School of Law, 1985 (graduated first in class); J.D., U.C. Hastings College of the Law, 1974; B.S., Business Administration, University of Kansas, 1969

Particular Areas of Expertise

Retirement Plans
Welfare Plans
Executive Compensation
Mergers and Acquisitions

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Kevin G. Long, Shareholder

Kevin is certified as a Taxation Law Specialist by the California State Bar Board Of Legal Specialization — one of only some 300 tax specialists out of over 156,000 active California lawyers. His particular emphasis is on ESOPs and ESOP transaction planning and nonqualified and equity deferred compensation planning. Over the last 20 years, he has helped guide over 250 ESOPs and ESOP companies to success, representing the spectrum of publicly traded corporations and privately held companies, from professional firms and banks, to manufacturers and retailers. He was selected by his peers for inclusion in "The Best Lawyers In America"® and the publication "Superlawyers"®. He is a member of the Sacramento County, California State, and American Bar Associations.

Marcel P. Weiland

Marcel's practice encompasses all areas of employee benefits law. He offers particular expertise in qualified retirement plans, including ESOPs, nonqualified deferred compensation plans, and IRS and DOL compliance, and voluntary correction programs. Marcel was formerly an attorney in the Northern California Employee Benefits Tax Group of Deloitte & Touche (in both San Francisco and Sacramento). His experience includes working as a paralegal with the system-wide in-house legal counsel for benefit programs for the University of California, advising in the areas of retirement and health and welfare benefits. Marcel is chapter president of the Western Pension & Benefits Conference (WP&BC) and a member of the ESOP Association. He is a member of the Sacramento County, California State, and American Bar Associations.

Debra H. Stoll

Debra's practice includes qualified retirement plans, with an emphasis on ESOPs and ESOP transactions, nonqualified deferred compensation plans, and welfare benefit plans. Over the last eight years with the firm, she has represented both large and small companies, from construction companies to banks, in all aspects of employee benefits law, including design, implementation and termination of plans, IRS and DOL compliance, and mergers and acquisitions. Debra is a member of the Sacramento Area Human Resources Association, the National Center for Employee Ownership (NCEO), the ESOP Association, the International Foundation of Benefit of Employee Benefit Plans, and WP&BC. On the national level, she has served on the program committee for the National Institute Of Pension Administrators' (NIPA) annual conference. She is a member of the Sacramento County, California State and American Bar Associations.

25 Years Of Experience

Education

J.D., University of San Francisco School of Law, 1984; B.A., Philosophy and Political Science, U.C. Santa Barbara, 1980

Particular Areas of Expertise

ESOPs and KSOPs
Executive Compensation
Mergers, Acquisitions, Divestitures

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14 Years Of Experience

Education

J.D., University of San Francisco School of Law, 1995; B.A., History, California State University at San Jose, 1987

Particular Areas of Expertise

Retirement Plans
ESOPs and KSOPs
Welfare Plans

mpw@seethebenefits.com

Years Of Experience: 9

Education

J.D., University of the Pacific, McGeorge School of Law, 2000; B.S., Organizational Behavior, University of San Francisco, 1996

Particular Areas of Expertise

ESOPs and KSOPs
Retirement Plans
Executive Compensation

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Susan B. Neethling

Susan first joined the firm in 2001. Her practice includes qualified retirement plans, governmental benefit plans, nonqualified deferred compensation plans, and all aspects of employee benefits law. She offers particular expertise in drafting and advising on 403(b) plans for schools and tax-exempt organizations. Susan is a member of the California State Bar Association.

Bruce K. Leigh

Bruce joined the firm in 2007. His practice includes advising on defined benefit and defined contribution retirement plans and multiemployer benefit plans. He has particular expertise in qualified domestic relations orders (QDROs) and laws restricting alienation of benefits, ERISA and fiduciary responsibilities, and administration of pension and welfare benefit claims. He was formerly an attorney for multiemployer plans in the construction industry in Northern California. Bruce is a member of the WP&BC. He is a member of the California State Bar and the Bar Association of San Francisco.

Jake R. Scott

Jake's practice focuses on the design and implementation of ESOPs, 401(k) plans, and nonqualified deferred compensation plans. He also advises clients on executive compensation issues, corporate finance techniques, and mergers and acquisitions. He has served as an Adjunct Professor for Loyola Law School lecturing on Banking Law and the Laws of Financial Institutions. He has been a featured speaker at the ESOP Association's Annual Technical Conference and the National Center for Employee Ownership on ESOPs. Jake is a member of the NCEO, the WP&BC, and the ESOP Association. He is admitted to practice in both California and New York.

Scott E. Galbreath

Scott's employee benefits and executive compensation practice includes: counseling clients on choosing appropriate retirement, deferred compensation, and other benefit plans; ERISA and Internal Revenue Code compliance including section 409A, investments, prohibited transactions, and fiduciary duties; as well as drafting plan documents and plan correction. Scott has over 20 years experience practicing law and is admitted to practice in both California and Illinois. He was named an Illinois Leading Lawyer for Employee Benefits in 2007.

20 Years Of Experience

Education

LL.B, University of Stellenbosch, South Africa, 1977; BA, University of Stellenbosch, South Africa, 1975

Particular Areas of Expertise

Retirement Plans
Executive Compensation

sbn@seethebenefits.com

23 Years Of Experience

Education

J.D., University of Washington School of Law, 1986; Ph.D., University of Chicago, History, 1982; B.A., University of Washington, History, 1968

Particular Areas of Expertise

Retirement Plans
Welfare Plans

bkl@seethebenefits.com

14 Years Of Experience

Education

J.D., Loyola Law School, 1995; B.A., Psychology with Specialization in Business Administration, University of California, Los Angeles, 1992

Particular Areas of Expertise

ESOPs and KSOPs
Executive Compensation
Mergers and Acquisitions

jrs@seethebenefits.com

23 Years Of Experience

Education

LL.M. (Tax), with Honors, IIT Chicago-Kent College of Law, 1991; J.D. IIT Chicago-Kent College of Law, 1986; B.A. with High Honors, Political Science and Urban Studies, Elmhurst College, 1983

Particular Areas of Expertise

Retirement Plans
Executive Compensation

seg@seethebenefits.com

John S. Zollo

John joined the firm as an associate in 2008. While in law school, he clerked for a firm specializing in labor and employment law, working in a variety of practice areas including employee benefits law. At U.C. Davis, he received the Witkin Award for Academic Excellence in Pension Law. Prior to law school, John worked in leadership assessment and organizational development in the human resources department of a national specialty retailer. He taught at the Ohio University College of Business and the Ohio University College Of Arts & Sciences. John is a member of the WP&BC. He is a member of the California State Bar.

Ryan C. Meadows

Ryan's practice encompasses all areas of employee benefits law, including qualified retirement plans, nonqualified deferred compensation plans, and ESOPs. Prior to joining the firm as an associate in 2008, Ryan received his LL.M. in Taxation and Certificate in Employee Benefits Law, with Distinction, from Georgetown University Law Center. Ryan is a member of the WP&BC and the ESOP Association.

Debra I. Raphael

Deb is a Certified Pension Consultant, paralegal, and Enrolled Agent, with a background in third party retirement plan administration and consulting. Her experience includes plan design, implementation, and administration; preparation of retirement plan documents; IRS and DOL reporting; nondiscrimination testing; and working with plan sponsors in connection with mergers and acquisitions, voluntary correction programs, and all aspects of plan administration.

Jeri L. Howell

Jeri is a pension consultant with a background in retirement plan administration and consulting that includes qualified defined contribution and defined benefit retirement plans, compliance and nondiscrimination testing, plan design and implementation, plan terminations and mergers, and IRS and DOL reporting. Beginning her career as a defined benefit plan administrator, she has focused in recent years on ESOPs and 401(k) plans. Jeri is a member of ASPPA, NIPA, and WP&BC.

2 Years Of Experience

Education

J.D. U.C. Davis School of Law, 2007;
M.S. Psychology, Ohio University,
1999; A.B. Economics and Psychology,
Columbia University, 1995

Particular Areas of Expertise

Retirement Plans
Welfare Plans
ESOP

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1 Year Of Experience

Education

LL.M. Tax, and Certificate in
Employee Benefits Law, with
Distinction, Georgetown University
Law Center 2007; J.D., Syracuse
University College of Law, 2006; B.S.,
Business Administration, University of
Delaware, 2003

Particular Areas of Expertise

Retirement Plans
Executive Compensation
ESOP

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24 Years Of Experience

Education

B.S., Business Administration/
Finance, California State University,
Sacramento, 1982, Certified Pension
Consultant, American Society Pension
Professionals and Actuaries , 1995

Particular Areas of Expertise

Retirement Plans
Voluntary Correction
ESOPs And KSOPs

dir@seethebenefits.com

27 Years Of Experience

Education

Accredited Pension Administrator,
National Institute of Pension
Administrators, 1996; Qualified 401(k)
Administrator, ASPPA, 2004

Particular Areas of Expertise

Retirement Plans
ESOPs And KSOPs

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