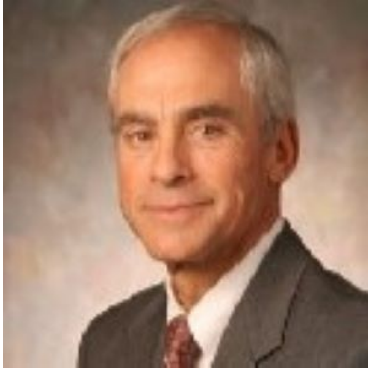




AAA Mediation.org™

FN-3681 MN-3681 LN-3681, Esq.

North Oaks, Minnesota



Current Employer-Title Stern Law Office – Principal

Professional Summary Over 40 years' experience as a trial attorney in jury and bench trials with proficiency in litigation of complex business problems, franchise issues, environmental cases, insurance coverage disputes, and defense of malpractice claims. Practice in federal and state courts. As an advocate, have represented hundreds of clients in mediations and arbitrations. As a neutral, have been entrusted with complex disputes with knotty issues. Most importantly, experience as a neutral and an ADR professor has allowed for the handling of the procedural requirements of the process in a prudent, common-sense manner, all while maintaining humility and fairness toward the parties and counsel.

Profession Attorney, Arbitrator, Mediator

Work History Principal, Stern Law Office, 2010 – Present; Employee/Shareholder/Vice President/Chairman of Litigation Practice Group/Chairman of Environmental Law Group, Fredrikson & Byron P.A. (and predecessor firms), 1977 – 2010; Attorney, Cox King & Stern, 1970 – 1977; First Lieutenant, U.S. Army (Honorable Discharge).

Experience Representative litigation includes:

Corporate governance: valuation of corporate stock on merger; minority shareholders' rights; directors' and officers' fiduciary responsibilities; enforcement of lending agreements; contested decisions of shareholders' review committee.

Partnership: family succession; dissolutions; valuations; fraud by partners; sale of partnership interests; changes of partnership members; effects of disproportionate capital contributions; de facto partnerships and rights of members.

Franchise, Distributorships, and Dealerships: terminations and enforcements of franchise agreements; responsibilities under and compliance of parties with such agreements; renewals; territorial restriction; statutory compliance; accuracy of financial performance representations.

Employment: discriminatory terminations; negligent supervision; rights to "golden parachute" compensation; enforcement of restrictive covenants; misappropriation of confidential information; non-disclosure agreements; non-disparagement; statutory and common law rights of employment.

Insurance Coverage: litigation concerning property, business interruption, uninsured and underinsured automobile, health, umbrella, crop, and comprehensive general liability, presenting varied issues including exhaustion of primary coverages and rights to umbrella coverage; triggers; occurrence and claims-made conflicts; multiple, continuing occurrences; completed operations issues; allocations of loss; methods of measurement of business interruption losses; cause of loss.

Damage Calculations: lost profits; proper discounts for future damages; rights to setoffs; collateral sources; certainty of loss; calculation of millions of dollars of business interruption losses; benefit of bargain; recessionary damages.

Energy: obtaining certificates of need; business interruption recovery of losses attributable to government action; defense of claims by government and private environmental plaintiffs arising from pipeline spills.

Breach of Contract: output and requirements issues; due diligence obligations; restrictions on real estate; UCC section 2 issues; personal property and real estate leases; asset and stock sales; software licensing, sales, and consulting agreements.

Malpractice: defense of national self-insured medical clinic.

Appellate Practice (prior to establishment of Firm's Appellate Group):

Larsen v. Mayo Medical Center, 218 F.3d 863 (2000) (commencement of lawsuit in diversity is procedural and governed by the Federal Rules)

Rahman v. Mayo Clinic, 578 N.W.2d 802 (1998) (first impression: enforcement of Uniform Anatomical Gift Act)

McGuire v. County of Scott, 525 N.W. 583 (1994; Minn App; review denied)(with claim under Minnesota Environmental Rights Act of violation of State noise pollution rule, affirmative defense of "no feasible or prudent alternative" is not available)

Johnson v. Valspar, 251 Ill. App. 3d 564, 612 N.E. 2d 999 (1993) (fraudulent concealment not proved)

Charson v. Temple Israel, 405 N.W. 2d (Minn. 1987) (No excusable neglect sufficient to meet criteria of Rule 60.02)

Past Commissioner, Minneapolis Civil Rights Commission; Adjunct Professor at William Mitchell College of Law teaching Advanced Ethics, 1999 – 2004 and at University of St. Thomas School of Law teaching Civil Procedure (2001 and 2002) and ADR (2004 – 2006); continual service on boards of non-profits, e.g., Hearing Society of Minnesota, Neighborhood Involvement Program (board chair; medical and mental health clinic); International Dyslexia Association; Dyslexia Institute of Minnesota.

Mediator Experience

Retained and sits as a mediator for a wide range of problems. Served as a neutral in the following representative matters: franchise terminations; claims for payment of commissions; claimed violations of restrictive covenants; claims to apportion environmental damages; claims of breach of contracts for sales of goods and services; disputes involving claimed violations of computer software sales, licensing, and consulting agreements; claims seeking enforcement of dealership and sales agent agreements; disputes arising from sales of businesses; disputes concerning real estate sales, leases, financing, and related issues; personal injury claims; insurance disputes concerning automobile, health, excess loss, crop, trade credit, comprehensive general liability, and related coverages; construction disputes; products liability claims; partnership disputes; class actions; commercial and consumer lending disputes; trademark, trade name, and trade dress claims; professional negligence disputes; employer-employee termination-related litigation; corporate governance and derivative disputes among board members, officers, review committees, and shareholders; and securities litigation including suitability, futures trading, hedging, churning, fraud, and related issues.

Representative Issues Handled as a Mediator

Handled representative issues including the following: (a) mediation between the owner of multi-million dollar regional mall and its anchor tenant as to whether common area costs were being appropriately calculated and charged; (b) mediation between a manufacturer and a distributor under an exclusive licensing and sales agreement as to whether the termination of the distributor precluded its post termination sales of its inventory of trademarked products; (c) various mediations between a terminated employee and his employer as to whether cause for termination existed or whether

termination was based on age, gender, civil rights discrimination, etc.; (d) mediation between a multi-billion dollar international financial group and a multi-billion dollar international insurance carrier concerning whether the terms of coverage and calculation of premiums permitted the insured entitlement to a residue of a loss reimbursement fund; (e) mediation of a construction/real estate dispute concerning adequacy of a heating system; (f) mediation of a personal property dispute concerning seller's right to repossess and buyer's right to damages from claimed conversion; (g) mediation of the dissolution of multi-million dollar family real estate partnership in which family members claimed breaches of fiduciary relationships and self-dealing against other family members; (h) mediation of a dispute between a terminated CEO/CFO and the terminating corporation concerning the right to terminate, conflict of interest, and self-dealing; and (i) mediation of a dispute between multi-million dollar publicly held competitors concerning licensing rights and the potential spin-off to a third-party competitor of the corporate division that had been using such licensing; (j) mediation of a dispute between a judgment debtor and judgment creditor challenging the sheriff's sale of corporate assets as a conversion of them based on the judgment being void.

Mediator Style & Process Preferences

Academicians assert that a mediator is to facilitate parties' negotiation efforts; the mediator is not to evaluate parties' positions. Jurists disagree. To them, the settlement conference is a time to tell each side privately how weak their respective cases are and push settlement. I follow neither extreme.

As a practitioner and ADR adjunct professor I believe that I should bring my legal knowledge and my 35 years of litigation experience to my role as mediator. I do not abandon either in deference to a facilitative approach. My background helps me have the parties identify, understand, concur on, and evaluate the legal issues separating them. To me, this is essential for any mediated conclusion to conflict. However subtle and diplomatic, my philosophy does require at some point within the mediation process a shared evaluation of claims.

Having said that, however, I do not practice evaluative mediation. To bluntly and solely share an evaluation of a party's position is to lose neutrality and trust; unqualified evaluation destroys party self-determination, chills the negotiation process, and imposes a judicial fiat.

In the end, the key to a mediated settlement is the proper mix of facilitative and evaluative approaches. The former are fine "early in the day." I coax, question, joust, express reservations as to a party's position, and remind parties of their true interests. As the process proceeds - "late in the day" - the parties may need the benefit of my 35 years as a litigator. I do feel that I am retained and used as a mediator on account of such expertise. With diplomacy, I will share my view of each party's case, at least "before nightfall." Throughout, I remain optimistic that we are going to get the dispute resolved, and I encourage the parties to share such optimism.

Technology Proficiency

Experience with handling of electronically stored information, including orders of production of documents and hardware.

Education

University of Minnesota (JD, cum laude, Law Review-1970); University of California at Davis (BA-1967).

Professional Licenses

Admitted to the Bar: Wisconsin (1999), Minnesota (1970), California (1971-inactive); Upper Sioux Tribal Court; U.S. District Court: District of Minnesota, District of California, District of Colorado, District of Illinois, District of Michigan, District of Mississippi, District of New Jersey, District of Wisconsin; U.S. Court of Appeals: Sixth (1985), Seventh (1985), and Eighth (1970) Circuits; U.S. Supreme Court (1993).

Professional Associations

Minnesota State Bar Association (Natural Resources and Environmental Law Section, Past Governing Council; Litigation Section, Past Governing Council; Committee on Civil Juries, Past Co-chair); Wisconsin State Bar Association.

Recent Publications & Speaking Engagements

SPEAKING ENGAGEMENTS: Faculty, Minnesota CLE, Tricky Issues in Arbitration, 2014; Faculty, Mediating the Business Breakup, Minnesota CLE, 2014; Faculty, 2012 Arbitration Update, Minnesota CLE; Instructor, Conflict Resolution Center, Advanced Minneapolis Public Housing Authority Hearing Officer Training, 2012; Faculty, Minnesota CLE, The Supreme Court's Unprecedented Interest in Arbitration, 2011; Faculty, Minnesota CLE, Advanced Mediation Advocacy, 2011; Faculty, Minnesota CLE, Effective, Efficient, and Affordable Mediation, 2011; Instructor, Conflict Resolution Center, Minneapolis Public Housing Authority Hearing Officer Training, 2011; Faculty, AAA Chairing an Arbitration Panel: Managing Procedures, Process &

Dynamics (ACE005), 2010, 2005; Faculty, AAA Advanced Mediator Training, 2010; Faculty, Minnesota CLE, 12th Annual ADR Institute, 2009; Faculty, Minnesota State Bar Association-Bench and Bar Conference, What Arbitrators Want (and Don't Want) in Advocates, 2009; Faculty, AAA Arbitration Roadmap: The Standard for Efficient and Cost Effective Arbitration, 2008; Minnesota CLE, Arbitration Series: Ethical Considerations in Arbitration for Neutrals and Lawyer-Advocates, 2007; Minnesota State Bar Association, ADR Section, Hot Issues in Commercial and Construction Arbitration, 2007; AAA Dealing With Delay Tactics in Arbitration (ACE004), 2006; Faculty, Second Annual Arbitration Training Institute, ABA Section of Dispute Resolution, 2005; Faculty, AAA Commercial Arbitration Training Workshop, 2005, 2004, 2003, 1999; Faculty, AAA Arbitration Awards: Safeguarding, Deciding & Writing Awards (ACE001), 2005, 2004; AAA Arbitrator Update, 2003; Faculty, AAA Arbitration Advocacy Seminar, 2004, 2003; Faculty, AAA Arbitrator Update, 2002; Faculty, AAA Commercial Arbitrator II Training: Advanced Case Management Issues, 2004, 2003, 2002, 2001. "Questioning of Witnesses by Jurors," Minnesota State Bar Association, April 1998; guest lecturer, "Unfair Claims Practices," Chubb Insurance Group, November 1997; "Civil Jury Project," Minnesota State Bar Association, November 1996; "How to Win Your Dispositive Motions," Minnesota State Bar Association, November 1995; "Releases for Environmental Liability," Minnesota Defense Lawyers Association, April 1993; "The Valdez Principles: Environmental Compliance and Management," MILE, December 1992; "Risk Assessment: Practice to Policy," Minnesota State Bar Association, May 1992; "Mediating Cleanup Allocations," Hennepin County Bar Association, April 1992; "Thoughts on Managing Large Deductible Claims," Minnesota RIMS Conference, February 1992; "Hazardous Waste in Minnesota: Enforcement of Federal and State Hazardous Waste Laws," National Business Institute, September 1999; "Conflicts of Interest in Multiparty Litigation: Ethical Considerations," Minnesota State Bar Association, April 1991; "Releases of Liability for Environmental Liability," Minnesota Defense Lawyers Association, November 1990; lectured extensively on environmental, litigation, and ADR issues.

PUBLICATIONS (in addition to papers presented at speaking engagements): "New Life to MERA," ENVIRONMENTAL & NATURAL RESOURCES LAW NEWS, December 1995; "Alternative Dispute Resolution: Tales From the Front," TWIN CITIES BUSINESS MONTHLY, September 1995; "Environmental Cleanups and the Capitalization Wringer," ENVIRONMENTAL AND NATURAL RESOURCES LAW NEWS, December 1993.

Mediation Rate	\$400 Per Hour
Languages	English
Citizenship	United States of America
Locale	North Oaks, MN

The AAA's Rules provide the AAA with the authority to administer a mediation including, mediator appointment, general oversight and billing. Accordingly, mediations that proceed without AAA administration are not considered AAA mediations, even when the parties select an mediator who is on the AAA's Roster.

The information contained in this resume has been supplied solely by the individual mediator and may, or may not, be a complete recitation of their experience. The AAA assumes no responsibility for the content, completeness, accuracy, or reliability of the information contained in a mediator's resume. If you have any questions about a mediator's experience or background, you are encouraged to contact your case manager.

Mediators on the AAA Roster are not employees or agents of the AAA.