

MICHELE S. CARINO

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PROFILE

Attorney with extensive experience handling all phases of securities, corporate governance, and commercial litigation (e.g., contracts, real estate, employment) and regulatory reviews, including conducting internal investigations; performing case assessments; interfacing with regulatory agencies and compliance and financial professionals; evaluating litigation risk; drafting pleadings, motions, and briefs; managing e-discovery and document reviews; and negotiating resolutions of complex disputes, effectively reducing litigation exposure and producing changes in corporate policies and procedures.

PROFESSIONAL EXPERIENCE

POMERANTZ LLP, New York, NY
Of Counsel

November 2013 - Present

- Spearhead factual and legal investigations of claims arising under the Securities Act, the Exchange Act, the Investment Company Act, state corporate law, and related common law causes of action for fraud and breach of fiduciary duty, including conducting due diligence review of internal corporate documents, proxy statements, and public filings, interviewing witnesses, and working with financial, valuation, and accounting experts.
- Lead Attorney with responsibility for all aspects of case management, including planning, supervising, and drafting pleadings, motions, and briefs; preparing for and attending mediation and settlement conferences; securing approval of settlements in securities class action and shareholder derivative litigation; and building relationships with clients and co-counsel to increase investor recovery.
- Manage fact and expert discovery, including communicating with Information Technology professionals and outside vendors to select appropriate database management programs, such as Relativity and Concordance, developing search criteria and e-discovery protocols, supervising document review teams, taking and defending depositions, preparing due diligence memoranda, and synthesizing information for purposes of briefing, mediation, and trial.
- Monitor legal and regulatory developments and prepare articles concerning issues impacting securities, corporate governance, and class action litigation. Recent publications include:
 - *Update: Another Go-Around for Loss Causation in the Ninth Circuit*, The Pomerantz Monitor, Vol. 12, Issue 5, September/October 2015.
 - *Is Your Purchase or Sale of Securities Covered under U.S. Law?*, Sovereign Wealth Fund Institute, March 16, 2016, available at <http://www.swfinstitute.org/sponsor-content/is-your-purchase-or-sale-of-securities-covered-under-u-s-law-2348/>.

STEWARTS LAW US LLP, Wilmington, DE/New York, NY
Senior Counsel

May 2012 – May 2013 [ceased operations]

- Recruited to join start-up venture launched by premier U.K. litigation boutique seeking to create new business and joint venture opportunities for its European client base.
- Built and managed a litigation portfolio consisting of securities and corporate governance cases and examined potential claims of foreign investors under U.S. securities laws.
- Managed all phases of expedited discovery, including preparing discovery requests and responses; leading “meet and confer” discussions with opposing counsel; developing a protocol for conducting e-discovery; preparing motions and litigating discovery issues as needed; and supervising document review teams.
- Planned, supervised, and drafted pleadings and motions, including development of case strategy and theory, management and coordination of brief writing teams, and organization and synthesis of work product from multiple contributors.
- Strategized with internal teams and financial experts to develop innovative theories of liability, including a shareholder derivative action against a private equity firm for alleged breaches of fiduciary duty and insider trading in connection with initial public offering and related secondary offerings of the company’s securities.

GRANT & EISENHOFER, P.A., Wilmington, DE/New York, NY

November 2008 - May 2012

Associate and Senior Counsel

- Prosecuted stockholder class and derivative actions in connection with mergers and acquisitions, tender offers, and other changes in corporate control, including drafting complaints and motions, conducting expedited discovery, taking depositions, and preparing for hearings and trial, which have resulted in increased compensation, corporate disclosures and modifications of transaction terms for the benefit of investors.
- Supervised document review teams in high pressure environment, including developing targeted search and review criteria and issue codes utilizing Concordance and Ipro, conducting second round reviews to facilitate deposition preparation, and identifying “hot documents” for use as exhibits in court proceedings.
- Conducted investigation of financial institution’s public disclosures concerning its securitizations and holdings of collateralized debt obligations and subprime mortgages, leading to the filing of a securities fraud action in the Southern District of New York and creation of a settlement fund.
- Uncovered conflicts of interest related to “staple financing” and obtained a preliminary injunction to halt a shareholder vote, which precipitated substantial additional disclosures, a renewed “go-shop” process prior to consummation of a leveraged buy-out, and an \$89 million recovery for shareholders.

STROOCK, New York, NY

September 2002 – October 2008

Associate

- Handled labor and employment cases involving non-compete agreements, age and racial discrimination, unemployment benefits, and violations of employment and union rules.
- Led brief writing team that authored multiple winning case dispositive motions on issues of proximate cause, the *in pari delicto* defense, liability of secondary actors in securities/bankruptcy litigation, and control person liability under the Exchange Act and the Investment Company Act.
- Worked with financial services clients to conduct internal investigations and respond to IRS and SEC investigations, including resolving inquiries related to revenue sharing and fund portfolio brokerage commissions, ultimately avoiding further investigation.
- Managed large-scale document reviews in bankruptcy, real estate, employment, and complex commercial matters, including drafting document preservation memoranda, developing web-based repositories for document collection and management, conducting privilege reviews and preparing privilege logs, and working with Information Technology staff and outside vendors to facilitate document productions.
- Participated in mediations and settlement negotiations to mitigate litigation risk, including resolution of stock trading disputes, ERISA claims, labor and employment disputes, and breach of commercial real estate contracts.

JONES DAY, New York, NY

September 1999 – August 2002

Associate

- Experience in all aspects of complex litigation, including multi-defendant products liability/toxic tort litigation; conducted client and witness interviews; prepared expert reports with scientific and medical experts; conducted and defended depositions; drafted numerous motions and appeals; assisted with trial preparation, including direct and cross-examination outlines for expert witnesses.
- Led document review teams in hard copy and electronic review of documents for Fortune 500 companies, including a multi-year project examining documents amassed over a thirty year time period in order to implement an updated document retention policy, evaluate exposure to legal claims, and facilitate preparation for depositions and trials.

EDUCATION/PROFESSIONAL STANDING

Juris Doctor, Georgetown University Law Center, Washington, D.C., *magna cum laude* 1999
Bachelor of Arts, Economics, State University of New York, Binghamton, NY, *Phi Beta Kappa* 1992
Member, Board of Directors and Board Resource Committee, YWCA Delaware, 2014
Adjunct Professor of Law, Legal Research and Writing, Columbia University School of Law, 2008
Member of the Bars of the State of New York (1999) and the State of Delaware (2011)