

JOHN OGDEN

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EXPERT IN OPTIMIZING DELIVERY OF PROFESSIONAL SERVICES

Core competencies

Collaborative methods of identifying and delivering required value to stakeholders

Primary Emphasis: Interaction between corporate legal functions and legal service providers

Key skills

- Networking (“Traditional” + Web 2.0) • Operations Management • Develop and Utilize Metrics
- Cost Control Initiatives • Strategic Planning + Tactical Execution • Establish and Grow Affinity Groups

Experience & Expertise

- Member, LEGAL MARKETING ASSOCIATION, Metro NY Chapter; (attended various programs)
- Member, MID-ATLANTIC SOCIETY OF ASSOCIATION EXECUTIVES
- Formal and informal surveys of current/potential stakeholders such as clients, members, sponsors, etc.
- Executive/Continuing Education & Training: Curriculum design/ presentation for diverse corporate groups
- Public Speaking: Very active presenter and panel moderator/organizer to a wide variety of audiences
- Member of the Year (1991 – inaugural award) / American Corporate Counsel Association (n/k/a ACC)
- Industry Awards: NY State Courts Access to Justice Pro Bono Award (2009); Distinguished Legal Service (LexisNexis,2003); Excellence in Corporate Practice (ACCA/West,2000); NJ Commission on Professionalism in the Law - Professional Lawyer of the Year (1998)
- Executive Development: Certificate in Proactive Leadership / Cornell University (2005)
- Legal Pro Bono, represent various community service nonprofits regarding business & governance matters concerning specific matters (e.g. M+A) as well as ongoing general representation.
- Volunteerism: Award-winning, proactive leadership at all levels from hands-on volunteer to program planning and implementation through to grant making as an officer/board member. Emphasis is on literacy; school and family conflict resolution & mediation. Prior focus was effective measurable management of legal functions.

CAREER SYNOPSIS

INNOVATIVE RESULTS, LLC, Ramsey, New Jersey

Innovation Facilitator / President / CEO • 2004 to Present (www.innovativeresultsllc.com)

Render expertise in (a) assisting primarily volunteer groups and partnership organizations to build and maintain stakeholder consensus needed to develop, then implement, strategic and tactical initiatives; and, (b) undertaking executive responsibility as needed – see below:

- Recent Assignment (May,2007 to February,2010):Full-time **Executive Director-** Greater New York Chapter, Association of Corporate Counsel (www.acc.com/chapters/gny/) - Initially brought in to address unscheduled transition of both volunteer and paid leadership. This situation had significant membership, programming and sponsorship aspects. After succeeding at original assignment I was asked to continue making improvements. I began a networking initiative which yielded greater engagement among the chapter’s 1400+ members and resulted in a strong cadre of new leaders. These leaders came from the Member Practice Groups which I established and nurtured. A key deliverable to members and sponsors is continuing education which was put firmly back on track. (The chapter is accredited by NY State to provide it – I led the re-accreditation process.) Because stakeholders are receiving value the Chapter has returned to a solid financial footing. Another key success was increasing pro bono opportunities for in-house counsel. Not only is this good work but it raises the chapter’s professional profile. Under my leadership the chapter received an award from the NY State Courts and was the only association to do so. I also received an individual award.

- Past Assignment (2006): President & Interim Executive Director, Open Legal Standards Institute (OLSI)
Led start-up in early stages through on-line program presentation (also moderated & presented at several web-casts.) Facilitated membership and sponsorship acquisition drives. OLSI was a non-profit company established to identify key functions and processes common to legal activities across company and industry boundaries and to develop metrics to manage and measure legal operations. [Approx. 20 hours/week]

JOHN H. OGDEN PROFESSIONAL CORPORATION, Ramsey, New Jersey

Attorney • 2004 to Present (www.ogdenbusinesslaw.com) *On Demand Virtual In-House Counsel*

An independent affiliated attorney with General Counsel On Demand LLC (www.gcondemand.com)

Commercial and corporate law: Emphasize practical solutions based on a proactive, broad view of how legal services should be delivered to an organization. Effectively utilize technology to ensure highest level of service.

Representative Engagements (in which I played an active and influential role):

- Retained by European manufacturing company to revive stalled sale of U.S. division. Net Results: Successful sale/lease package and a win-win, ongoing relationship between my client and purchaser/lessee.
- New product development and full market commercialization project. Participated in initial commercialization of new polymer additive complicated by need to market product indirectly due to customer relationships. Key Actions and Net Results: Provided critical business input; developed licenses, sublicenses and sub-sublicenses to manufacture and market new material without disrupting existing customer connections.
- Represented international trade association and counseled its Board Chair regarding modifying/clarifying its focus. There was formal and informal opposition. Provided legal advice as about all aspects of the situation. What began as a re-negotiation of the CEO's contract developed into difficult separation negotiations. Establishing a good professional rapport with opposing counsel helped in arriving at as close to a win/win result as circumstances allowed. Contract prepared for new CEO.
- Called in to represent community service association as "purchaser" in a friendly transaction. After analyzing all legal aspects and goals for the merged entity, suggested asset sale (primarily IP) and liquidation of target group whose entire workforce were volunteers re-hired by the surviving entity. This was done, resulting in a very smooth transaction and a new entity unburdened by contingent liabilities. Called in again in 2010; this time the community service organization which had been the acquirer decided to merge into an much larger organization to enhance the extent and effectiveness of resources available for its life-saving mission

RELEVANT CORPORATE CAREER HIGHLIGHTS

COPERION CORP. / WERNER & PFLEIDERER CORP., (WPC) Ramsey, New Jersey • 1983 to 2003

General Counsel / Director of Contracts / Corporate Secretary (1989 to 2003)

Operated within various corporate structures such as family owned; part of two conglomerates, each with different approaches to management and corporate governance; majority ownership by UK-based private equity company, minority shareholders: Swiss operating company, German bank.

- As part of Management and project teams, drafted, reviewed, and negotiated agreements such as contracts (typically with F500 companies), sub-contracts, licenses (software and technology – as licensee and licensor), liens, letters of credit. Operated throughout the Americas, Asia and Europe.
- Coperion formed in 2001 by WPC's merger w/ 2 other leading process technology companies: Buss+ Waeschle
 - Pre-merger: Executed all non-financial US due diligence, sale of equity positions in companies in Mexico / Argentina, and negotiations regarding funding for merger including issuance of Opinion Letter.
 - Merger: Full responsibility for legal issues in merger of 3 US companies including financing and spin-off of wholly-owned subsidiary.

RELEVANT CORPORATE CAREER HIGHLIGHTS (CONT'D)

- **Project Leader for Post-Merger Integration**, Responsible for development and execution of successful plans for full harmonization and optimization of all functions (e.g., manufacturing, IT, sales, etc.) in new corporation. Team members included Division Presidents, corporate CFO and others.

Business and Cross-Functional Responsibilities (met or bettered budgets in the tens of millions):

Seamlessly executed cross-functional legal (commercial, corporate, litigation, IP, real estate, tax, environmental, labor/employment & all other issues facing the company) and business, in an ERP & ISO 9001 environment (procurement; import/export; health, safety & environmental; facilities engineering/security; shipping/receiving; warehousing) responsibilities as company needs dictated. Business functions directed through subordinate managers (20+ employees in group). Also held various other Counsel and Assistant Secretary positions at affiliates and holding company

Corporate Education and Training: Developed, modified and supervised/presented programs in various U. S. and European venues on compliance, e.g. OSHA, state and Federal environmental statutes and regulations; import/export requirements; commercial law; harassment/discrimination. Also conceived and led Education and Training Task Force which developed curriculum that presents key business process information throughout all company locations. I typically controlled not only the substance but the format of all presentations e.g. duration, on or off site, round-tables or classroom style.

ASSOCIATION VOLUNTEER LEADERSHIP OVERVIEW (Law-related)

New Jersey State Bar Foundation (NJSBF) www.njsbf.org

The charitable and educational arm of N.J.'s legal profession

- Secretary, Board of Trustees (2003 to 2005); Member, Board of Trustees (1996 to 2006)
- Founding Chair, Conflict Resolution & Peer Mediation Committee (1999 to 2005)

American Corporate Counsel Association (ACCA) (n/k/a Association of Corporate Counsel)

- Founding Chair: Leadership Development Institute (1998 to 2000)
- Founding Chair: Small Law Department Committee (1990 to 1992)
- Chair: Council of National Committees (1993)
- Board Treasurer and Chair, Long-term Financial Planning Task Force (1996)
- Vice Chair, Board of Directors / Chair, Board of Directors Operations Committee (1997)
- Member, Board of Directors (1991 to 1998)
- Member, Strategic Planning Group (1994 to 1995; 2002)

New Jersey Corporate Counsel Association

- President (1995), Officer and Director (1992 to 1996)
- Chair, Nominating Committee (1996 to 1998)

Arts Horizons, Inc (AH) (brings professional artists to schools in greater NYC area)

- General Counsel [*Pro Bono* – AH is a 501(c) (3)] (2005 to Present)

EDUCATION

JD, FORDHAM UNIVERSITY SCHOOL OF LAW, New York City
AB, VILLANOVA UNIVERSITY, Villanova, Pennsylvania

Continuing Professional Education & Executive Development:

Harvard Law School / Program of Instruction for Lawyers - Negotiation Techniques
Duke University / Executive Program for Corporate Counsel - Business Topics

CV Attachment

Selected Publications by John Ogden

- "Corporate Counsel Juggling Multiple Roles", ACCA Docket, Fall 1992, p22
- Editor: Small Law Department Practitioners Desk Manual, ACCA Press, 1993 (360 pages) Also chapter author: "Special Issues for Small Law Department Practitioners"
- "Litigation by the Corporate Generalist: A Necessary Skill", ACCA Docket, Summer 1994, p54
- "Creative Use of Dispute Resolution Can Save a Business Relationship", The National Law Journal, 10/17/94,pC22
- "Resource Multipliers: Creating a Virtual Legal Department" ACCA Docket, May/June 1997, p30
- "Synchronizing Business and Legal Priorities" ACCA Docket, October 2000, p19
- "Losing Your Volunteer Blues" ASAE ASSOCIATION MANAGEMENT, The Leadership Issue, January 2001, p108

Selected Presentations by John Ogden

- Organized and presented at various programs on small law department subjects (including a freestanding two-day program) around the country, primarily at ACCA meetings. 1989-1992
- Managing a Corporation's Law Department – Practising Law Institute. New York; December 1990.
Speech: "The Small Law Department"
- Managing the Corporate Legal Department – Duke University, Durham, NC; September 1992.
Presentation: "Managing the Small Law Department or Unit"
- Corporate Counsel Course – Seton Hall Law School, Newark, NJ; Spring Semesters 1993, '94, '95.
Lecture & Workshop: "Negotiation Techniques" Also advised and graded students on papers related to the subject.
- Legal Department Seminar – Panhandle Eastern Corporation (now Duke Energy), Houston, June 1994. Presentation: "Special Ethical Issues for Employed Counsel – Preserving Objectivity and Privilege"
- Litigation '95: Shaping Strategies that Work – ACCA Litigation Committee. Miami, April 1995.
Panelist: "Better Litigation Management"
- Critical Environmental Developments for Corporate Counsel – Institute for Continuing Legal Education, New Brunswick, NJ. May 1995. Keynote Address-
- XXIV Annual Meeting and Academic Program – Asociación Nacional de Abogados de Empresa, A.C. – (Mexican Corporate Counsel Association), Vera Cruz, Mexico; September 1995. Inaugural Ceremony Speaker.
Also Panelist: "General Principles of Corporate Lawyering"
- Corporate Counsel University – ACCA 11th Annual Meeting, Boston; November 1995. Panelist: "Mediation for the Small Law Department"
- Reengineering the Law Department for the Year 2000 – ACCA Regional Meeting, New York; May 1996.
Panelist: "Corporate Legal Ethics" . Also broadcast on Court T.V.
- Litigation Management – New Jersey Corporate Counsel Association, Parsippany, NJ; March 1997. Co-Presenter
"Effective Partnering Between In-house and Retained Counsel"
- Managing an International Group of Companies – Legal Opportunities and Restraints. Konzernjuristentagung (Group Lawyers Meeting) – Fried. Krupp AG Hoesch-Krupp (now Thyssen Krupp AG). Spoleto, Italy; October 1997.
Presentation: "An American Operating Company Perspective"
- Annual Meeting – Commercial Law Affiliates, San Francisco; March 1998. Panelist: "Protecting Trade Secrets"
- Annual Meeting – Commercial Law Affiliates, San Antonio; March 1999. Panelist: "Rethinking Legal Staffing"
- Annual Meeting – ACCA, San Diego; October 1999. Panelist: "CEO Prospective on the Legal Function"
Moderator: "Synchronizing Business and Legal Priorities"
- Partnering and Convergence – DuPont Legal & Fulcrum Information Services, Inc., Santa Monica, CA December, 1999. Panelist: "Re-Engineering Legal Work Processes for Successful Partnering"

Selected Presentations by John Ogden *continued*

The Association of the Bar of the City of New York, NYC, May 2000. Panelist "Competition Policy, Ethics and Multidisciplinary Practices"

The 6th Annual Law Department Leadership Summit – Fulcrum Information Services, Inc., New York September 2000, Presenter: "Metrics-Speaking the Language of Clients"

Annual Meeting – ACCA, Washington, Oct. 2000. Moderator & Panelist: "Strategies for Measuring the Value Added"

LawPartneringsm Institute <<www.lawpartnering.com>> - ongoing - Website faculty member

Litigation Management SuperCourse - The Network of Trial Law Firms, Inc., Palm Beach, Fla; October 2001. Break-out group panelist: "Trade Secret Injunctions"

Annual Meeting - Meritas (f/k/a Commercial Law Affiliates), La Jolla, Calif.; March 2002. Panelist: "E-Discovery" and "Reverse Seminar - Business Priorities & Company Goals"

Corporate Counsel Institute - Georgetown Univ. Law Center, Washington, D.C.; March, 2002. Panelist: General Counsel Roundtable"

Litigation Management - The Network of Trial Law Firms, Inc., NYC; August; 2002. Break-out group panelist: "Employment Litigation"

Annual Meeting - ACCA, Washington, D.C.; October, 2002 Program Panelist: "Chair's Choice: Adding Value to Your Corporation"

2002 LawPartnering Forumsm, Long Branch, NJ; Nov. 2002. Panelist: "Partnering Primer"

Harassment and discrimination training to corporate groups (manufacturing, warehouse, laboratory and office workers – including PhDs) in N.J., Illinois, Texas and Virginia – throughout 2003.

Annual Meeting – ACCA, San Francisco; November, 2003, Leadership Development Institute, Break-out group leader: "Chapter/Committee Best Practices"

Presentation to Graduate Students, Montclair (NJ) State University re: "Negotiation and Mediation – In the U.S. and across international borders" March, 2004

Annual Meeting – Association of Corporate Counsel (ACC, f/k/a ACCA), Chicago, October, 2004 Facilitator: Chief Legal Officer's group: "Small Law Dept Optimization"

Conflict Resolution for Parents (3 week course; 2+ hours per week) co-taught classes at school districts throughout NJ under auspices of the NJ State Bar Foundation 2005, 2006, & 2007

Annual Meeting – ACC, Washington, D.C.; October, 2005 Panelist: "How to Measure the Effectiveness/Value of the Legal Department"

Webcast Moderator – Open Legal Standards Initiative "Innovation in Legal Metrics", May, June, 2006

Workshop Facilitator – New Jersey Lawyers' Assistance Program "Achieving Professional Success AND Personal Satisfaction" ; Atlantic City (part of NJ State Bar Ass'n Annual Mtg); May 2006

As Executive Director of Greater NY Chapter of the Association of Corporate Counsel, (ACC-GNY) fully responsible for approx 40 educational programs per year. Programs needed to meet needs of chapter members and requirements of NY State Courts. Direct involvement ranged from arranging approval of subject matter, securing appropriate faculty; ensuring adequacy of written materials. If / as appropriate, participated as a faculty member, for example:

- *"Optimizing the Use of Outside Counsel for Litigation, Investigations and Regulatory Enforcement Proceedings with a Focus on the Fallout from the Ongoing Credit Market Crisis"*; co-sponsored with Seattle law firm Garver, Schubert at Cornell Club of NY May, 2008
- "Deals, Tactics + / or Ethics"; NY Office of Vinson & Elkins; June 2008
- Annual U.S..Meeting of ALMA (group of lawyers in Italy), co-sponsored by ACC-GNY, and officially hosted by Italian Consulate, NYC
 - January, 2008 - "New Venture Capital Laws in Italy"
 - January, 2009 - "A Comparison of Real Estate Transactions in Italy and the U.S."

"Best Practices in Pro Bono by In-House Counsel" Justice Center, Bar Association of the City of NY; Moderator Dec. 2009

Presentations on various business & legal topics to students in elementary, middle and high school, college, law & graduate school ; 1993 to present