

Sample Resume: Megan Weir

MEGAN WEIR

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OBJECTIVE

Chief Legal Officer and member of **Executive Management** of an enterprise undertaking rapid growth or implementing major change. Appropriate role will require both superior legal skills and proven business judgment and will draw on diverse in-house legal management, administrative and law firm experience, including recent responsibility as Executive Vice President and General Counsel of a highly regulated, growth-oriented \$11 billion market cap NYSE-traded corporation.

PROFILE

Twenty-two years of consistent achievement while serving as instrumental member of and adviser to executive management, implementing strategic business-growth initiatives, building strong board relations, creating powerful internal and external alliances, managing through crisis and change, and overseeing all aspects of corporate governance and the corporate legal function. Particular expertise in:

- *Strategic legal and business planning, including mergers, acquisitions, divestitures, securities and corporate financial transactions.*
- *Developing and directing the corporate legal function, selecting and supervising outside counsel, litigation management and risk management.*
- *Integrating and overseeing such allied corporate staff functions as human resources, contract administration, purchasing and facilities.*
- *Corporate governance, general corporate and securities law, including Sarbanes-Oxley.*
- *All aspects of corporate compliance and regulatory affairs.*

PROFESSIONAL EXPERIENCE

LEXINGTON INC./ATM SERVICES, INC., Princeton, NJ 1994 to 2004
(A Dallas based, publicly held, vertically-integrated electronic transaction processor that handles virtually all types of electronic payment and deposit transactions for financial institutions and merchants nationwide. ATM Services was a multi-bank joint venture created in 1992 by Big Bank, Big Big Bank, Mega Bank, and Zowie Bank; it is the owner of the COMPASS ATM network. In 1999 ATM Services was acquired by Lexington, and the combined entity is now one of the country's leading electronic-funds-transaction processors.)

Executive Vice President and General Counsel (1996 to 2004)
Executive Vice President, General Counsel and Corporate Secretary (1995 to 1996)
Member, Executive Management Group (1995 to 2003)
Corporate Counsel (1994 to 1995)

After playing an instrumental role in negotiating the sale of ATM Services to Lexington in 1999 (the first-ever transfer of control of a bank network to a processing company), was asked to serve as Lexington's first General Counsel and to design and manage enterprise legal services for the combined entities. In addition to helping to plan Lexington's strategic business-development initiatives and implement five major acquisitions thereafter, this role required creating a sophisticated corporate legal function supporting geographically diverse operations and serving as a mediator and ombudsman among various management, operating and staff constituencies. Also had significant front-line visibility with the Board, state and federal regulators, customers and other external constituents.

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LEXINGTON, INC./ATM SERVICES, INC., *continued:*

Earlier, within four months of being recruited in 1994 to serve as lead counsel for two ATM Services subsidiaries, was asked to restructure and revitalize its entire corporate legal function and legal staff, join the Corporate Policy Committee and serve as adviser to senior management, the Board and subsidiary Boards, as well as to provide legal support and business counsel to subsidiary business units. Was responsible for all legal, contract management and compliance and also assumed overall administrative responsibility for its Corporate Services Division (Human Resources, Facilities, Purchasing, Data Security).

LIBERTY STANDARD BANKCORP INC., Easton, PA 1986 - 1994

(A \$1.8 billion asset NASDAQ listed bank-holding company with four bank and five nonbank subsidiaries.)

Senior Vice President and Corporate Counsel

After serving as outside counsel to this rapid-growth holding company, was recruited to serve as its first internal Chief Legal Officer and develop a full-service in-house legal function. Reported directly to the CEO, managed all corporate legal functions and provided legal, SEC, Federal Reserve and general business counsel to senior management and the Boards of Directors of the parent and its subsidiaries. Recruited and managed a sophisticated, cost-effective in-house legal department while reducing outside legal fees by approximately 20%. Implemented a computerized litigation-management system, corporate-wide compliance policies and programs and various preventive law programs for employees.

GRINNE & BARRETT, Easton, PA 1985 - 1986

LARGE & MAJOR, Philadelphia, PA 1981 - 1985

Associate

Practice included general corporate, securities and trusts/estates practice for Grinne & Barrett's principal client, Liberty Standard Bankcorp Inc. At Large & Major, corporate practice emphasized closely held business matters, purchase and sale agreements, corporate restructurings and secured transactions.

EDUCATION and ADMISSIONS

J.D., 1981, **University of Michigan Law School**, Ann Arbor, MI

- Law Review: Associate Comments Editor, 1980 - 1981; Staff Member, 1979 - 1980
- Publication: Note, Spotz v. Dovsky, Michigan Law Review, Vol. 19, No. 6, 1980
- Honors Clerkship with the Honorable Amos Brouhaha, United States Court of Appeals for the Third Circuit; Research Assistant to Janice Atkins Rose, Professor of Corporate Law

B.A., Political Science and Sociology, 1978, **Pomona College**, Pomona, CA

- Jansson Elkman Foundation Scholarship for Outstanding Women
- Natorcoles Scholarship in Political Science; Pomona Scholar; Mortar Board

Admitted to practice in the State of New Jersey, State of Delaware, Commonwealth of Pennsylvania and United States District Courts for the Eastern and Middle Districts of Pennsylvania

PROFESSIONAL and COMMUNITY ACTIVITIES

American Corporate Counsel Association: Program Chair, Small Law Department Management Committee, 1990 - 1994; Chair, Young Lawyers Section, 1988-1990

Delaware Valley Corporate Chapter, American Corporate Counsel Association (DELVACCA): Co-chair, Law Department Management Committee, 1992 - 1994

Pennsylvania Bankers' Association Legal Affairs Advisory Committee: Chair, 1991 - 1993

Princeton Friends of Outward Bound: Board of Directors, 2003 - Present

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SELECTED CAREER ACCOMPLISHMENTS

I. Strategic Planning, Corporate/Business Development

- *Played substantial role both in the 1999 sale of ATM Services to Lexington and in subsequent expansion of Lexington's Network Services Division, which included acquisition and integration of FarStar Systems, Inc., the nation's largest PIN-secured debit network, and Dollar Station, Inc., a leading Midwest PIN-secured debit network. These acquisitions totaled more than \$1.4 billion.*
- *Was key member of corporate team that managed two highly successful secondary offerings of Lexington stock valued at \$2.1 billion.*
- *Coordinated comprehensive preacquisition operational and financial evaluations of The Sentrex Companies, LLC (a provider of identification and authentication services); Deep Data Inc. (an ATM processor); and Rapid Payment Systems Inc. (a reseller of payment processing services).*
- *Following Lexington's acquisition of these entities, was instrumental in their operational integration into the parent company. Thereafter played major role in developing company-wide consolidation plan to reduce operating redundancies created by multiple acquisitions.*
- *Instrumental in Lexington's purchase of its first two patents which served as the basis for entry into a significant product arena for money-transfer services.*

II. Developing Corporate Legal Function, Operations and Corporate Governance

- *At ATM Services, led restructuring of the legal function that included significant outsourcing to outside counsel.*

Successfully controlled outside counsel fees by aggressive fee negotiation, early case review and close supervision. Implemented preventive law initiatives and law department productivity improvement.

- Initiated a company-wide contract integration project to review and revise more than 70 different contract forms and created templates with standard, pre-cleared terms. Together with the approval and tracking systems described below, this initiative will significantly enhance negotiation of new relationships and provide leverage for the company's sales and financial groups.*
- Designed and implemented a custom contract-approval process and contract-tracking system that resulted in the company's first information collection and authorization process. This process standardized forms and included matrix pricing, authorization for special terms and strict approval standards. The tracking system has enabled Lexington to log and track all revenue contracts, including information essential to sales and financial groups (contract terms, products, expiration dates, etc.).*
- Consolidated corporate records of more than 20 subsidiaries and synchronized officer slates, bylaws, service of process and qualification for doing business.*
- Centralized and assumed supervision of more than 300 national and international trademarks, service marks, and items of intellectual property. Implemented trademark reduction and defense strategy, resulting in reduced costs and successful protection of key trademarks.*
- Built strong working alliances between legal department and the company's business units, senior management and corporate staff functions to facilitate proactive use of legal resources in support of business growth.*

III. Adviser and Counsel to Senior Management

- Served as a member of Lexington's Executive Management Group, which was responsible for developing and executing various strategic initiatives, identifying and resolving operational issues, and focusing on meeting revenue objectives.*
- Following major acquisitions, served as intermediary/ombudsman with senior management of the acquired companies, facilitating their smooth assimilation into Lexington and resolving post-acquisition conflicts and tensions.*
- Served on the Board of Elemental Payment Systems Inc., which provides deposit risk management services to merchants and financial institutions (Lexington is majority owner of this company; other shareholders include Wells Fargo Bank, Bank of America, Wachovia Bank and BB&T).*
- Served as General Counsel to the FarStar Network Advisory Board (composed of top executives of 23 of the nation's leading financial institutions) which serves as the advisory group for the FarStar Network on strategic and product initiatives.*

IV. Compliance, Risk Management and Litigation Management

- Responsible for planning and executing Lexington's compliance with Sarbanes-Oxley requirements.*
- Oversaw redesign and streamlining of standard SEC reports; created and led team of financial and legal specialists to ensure consistent SEC compliance.*
- For Lexington, served as point person in company's successful response to the first-ever class-action litigation brought against the company and was instrumental in negotiating favorable 2002 settlement.*
- Supervised all aspects of SEC, corporate, banking and human-resources regulatory compliance, including Reg FD, ADA, FMLA and FCRA.*
- Served as liaison and negotiator with the Department of Justice and federal regulators on a variety of sensitive regulatory issues and acquisition-related approvals.*
- Served as key legal adviser in approximately 30 EEO claims, prevailing in more than 90% of them and winning the only case that went to trial.*
- Created contract dispute resolution process that annually saved at least \$1.5 million by negotiating favorable*

settlements.

- *Responsible for compliance with DOJ Consent Decree (entered into prior to joining company), including providing antitrust advice and counsel to sales force.*
- *Served as senior-level adviser in development of corporate-communications function, responding to media-relations issues and reviewing press releases and investor and customer presentations.*

V. Problem Solving and Crisis Management

- *Have conducted confidential internal investigations into such sensitive issues as insider trading, sexual impropriety, discriminatory/retaliatory conduct and fraud. As the companies' legal representative, interfaced with the FBI, NASD and SEC investigators and federal prosecutors.*
- *At each of my last three employers, planned and directed major multi-state reductions-in-force, the first for each company. This included working with HR in head count planning, designing severance arrangements, handling media relations and assuring compliance with all legal requirements involved (e.g., Warn Act, anti-discrimination, releases, etc.). None of these RIFs resulted in any litigation, EEOC claims or other claims.*
- *Contributed to successful prosecution of Liberty Standard Bankcorp's treasurer when he acted as a rogue trader and subsequently initiated successful civil actions against major securities trading firms, obtaining recoveries for the company's losses due to their roles in the treasurer's improper investment decisions.*