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EXPERIENCE

- 2005 – 2007 **SUPERIOR COURT JUDGE, Morristown, NJ**
- 2003 - Present **SETON HALL UNIVERSITY SCHOOL OF LAW**
Adjunct Professor of Law, Mass Media Law
- 1996 - 2002 **TIME INC.**
Senior Vice President, General Counsel & Secretary

General counsel for the largest magazine publishing company in the world. The company, a \$5 billion division of Time Warner, published 139 magazines, including TIME, PEOPLE, FORTUNE, MONEY, SPORTS ILLUSTRATED, IN STYLE, and ENTERTAINMENT WEEKLY. Responsible for managing a group of 38 lawyers that functioned as a full service department for 13,000 employees and handles acquisitions, divestitures, litigation, licensing, trademark, copyright, regulatory, governmental affairs, First Amendment, libel, editorial, employment, corporate policy, and new media matters, as well as internal investigations and audits. Energized and re-engineered a legacy law department during a period when the company more than doubled its EBITDA. Instituted a four-lawyer in-house litigation department that first chaired all significant litigation. Among our significant achievements were the \$1.6 billion acquisition of IPC Media (the largest magazine publisher in the UK); the acquisition of 26 magazines from Times Mirror; the formation of a \$1 billion book club joint venture with Bertelsmann; the divestiture of the professional books division of Little Brown to Wolters Kluwer; the divestiture of Martha Stewart Living; the successful defense of a four year investigation and suit by the U.S. Department of Labor; trial and appellate victories in a \$27 billion libel action filed by former President Suharto against TIME in Indonesia; and the successful resolution of more than 60 class actions and 40 Attorney General investigations or actions concerning magazine sweepstakes. Our in-house litigation group handled 70+ litigations at any given time, and had an unblemished record of favorable resolutions, including more than 20 trial and appellate victories. Negotiated Olympic sponsor agreements with the International Olympic Committee and local organizing committees, as well as arrangements with the NBA for the publication of its INSIDE STUFF magazine.

1992 - 1996

Advisor to select communications and media companies on start-up technology and programming ventures, significant transactions, and programming network investments and operations. Principal advisor and general counsel to Zing Systems, LP, a start-up interactive television venture, whose partners included TCI, Comcast, Continental, NewChannels and Landmark. Completed private placements of \$32 million in equity financing for Zing and negotiated Zing's arrangements with cable operators, cable and broadcast programming networks, engineering firms, and manufacturers. Clients included major cable and entertainment companies such as Liberty Media and TCI.

1989 - 1991 **CARTERET SAVINGS BANK, FA**
Executive Vice President & General Counsel

Number two executive on a work out team for a troubled \$7 billion bank with 2,000 employees. Executed a restructuring plan addressing fundamental shifts in regulatory and financial services environments. Member of the Bank's Credit Committee. Managed the workout of \$4 billion loan portfolio. Negotiated and closed \$2 billion of securities, branch, and asset sales. Advised the Board of Directors and management on corporate governance and administration. Supervised all litigation, including successfully enjoining the FDIC and OTS from disallowing \$200 million from bank's regulatory capital account, which prevented an immediate regulatory takeover of the bank. Conducted all significant contractual and regulatory negotiations. Supervised securities and bank regulatory compliance. Responsible for investor and government relations and human resources.

1987 - 1989 **NELSON VENDING TECHNOLOGY LIMITED**
Executive Vice President, General Counsel & Director

Number two executive for a start-up Toronto public company engaged in developing and marketing a 24/7 network of robotic vending terminals for home video retailing. The company grew from \$0 to \$4 million in revenues and from 2 to 75 employees in 2 years. Responsible for: raising \$50 million in equity financing; managing technology and software development; negotiating agreements for robotic terminals and main frame computer network; structuring corporate organization and finance; advising Board of Directors and management on governance and administration; purchasing; MIS; engineering; personnel; and legal.

1986 - 1987 **VIACOM INTERNATIONAL INC.**
Vice President, Counsel/Communications

Responsible for the legal and business affairs of Viacom's two largest divisions -- cable (10th largest cable operator) and broadcast (5 television and 9 radio stations). Structured a \$2.9 billion LBO proposal and closed the \$3.5 billion acquisition of Viacom, a \$1 billion company with 4,500 employees. Acted as key advisor and lead negotiator for CEOs of the cable and broadcast divisions. Managed a professional staff of 9. Negotiated numerous broadcast and cable acquisitions and divestitures. Responsible for regulatory franchises and compliance. Organized Cable Value Network, a cable-shopping network.

1984 - 1986 **MTV NETWORKS INC.**
Senior Counsel

Senior corporate counsel for an emerging growth company with 700 employees and \$150 million in revenues. Brought the company public. Structured a \$500 million LBO proposal and closed the \$700 million merger of MTV into Viacom. Acted as principal advisor to Board, CEO and CFO. Counseled executives responsible for finance, sales, marketing, creative services, investor and public relations, and human resources/administration. Negotiated all major cable operator affiliation agreements. Launched two new networks -- VH-1 and Nick At Nite -- including program and rights acquisitions. Administered: operation of Board of Directors; annual shareholder meetings; corporate policies; executive compensation; employee policies, benefits,

hirings, and terminations; trademarks and copyrights; antitrust; SEC and NASD compliance; new ventures and acquisitions; litigation; supplier and bank agreements; collections; equipment leases; and licensing.

1978 - 1984 **PATTERSON, BELKNAP, WEBB & TYLER**
Associate Attorney

Extensive experience in: commercial negotiations and drafting; federal and state agency work; mergers, acquisitions, takeover defense, and divestitures; federal, state, and exchange securities' compliance; corrupt practices' investigations; employee benefits and relations; corporate organization and governance; real estate development and financing; trademarks, copyrights, and licenses; and antitrust. International experience in: joint ventures, agency, distribution, and licensing; offshore corporate organization and investments; foreign claims settlement; and antitrust. Trial and appellate litigation in federal and state courts throughout the U.S.

EDUCATION

J.D.M.S.F.S. GEORGETOWN UNIVERSITY - May 1978 - Top 5%.
Joint degree program that condensed 5 years of graduate study into 4. 1 of 5 students selected to inaugurate the joint degree program.
GPA: Law - B⁺; Graduate - A (International Economics).

HONORS Dean's Award for Academic Excellence
(1 of 2 recipients). The Tax Lawyer.

B.S.F.S. GEORGETOWN UNIVERSITY - May 1973 - Top 10%. GPA: 3.6.

HONORS Cum Laude. Dean's List. First Honors. Pi Sigma Alpha
(Political Science). Phi Alpha Theta (History).

OTHER

Member - New York, New Jersey, and U.S. Supreme Court Bars.

Who's Who in America. Who's Who in American Law.

1984 - Regional Finalist - White House Fellowship Competition.

1980 - 84 - Term Member, Council on Foreign Relations.

1982 - Executive Director, Federal Task Force on Reapportionment of New York.

1980 - 86 - Member, Lawyers' Roundtable on Foreign Policy, Carnegie Endowment.

1980 - 86 - Member, Foreign Policy Association.

1975 - 76 - Staff, Committee on the Judiciary, U.S. House of Representatives.

Dual Citizenship: USA and Ireland.