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Nicole Healy is a partner in the Firm's Redwood City office. Ms. Healy has tried cases to judgment in state and federal courts, and to decision in private arbitration proceedings. She has represented companies and individuals in a wide range of industries in shareholder class action and derivative litigation, including defending claims alleging breach of fiduciary duty and fraud.

She has represented companies and individuals in complex commercial disputes, including in matters involving mergers and acquisitions; corporate governance and control; disputes regarding intellectual property rights including copyrights, trademarks, and trade secrets; contract disputes; and claims of unlawful, unfair, and fraudulent business practices under the California Unfair Business Practices Act. She has represented companies and individuals in investigations by the Securities and Exchange Commission, U.S. Attorney's Offices, and other government agencies. She has conducted corporate internal investigations into possible violations of federal and state law. She has also been active in pro bono litigation, including matters involving human rights violations.

In addition, Ms. Healy serves as volunteer mediator and conducts early neutral evaluations for the U.S. District Court for the Northern District of California.

Ms. Healy has authored a number of articles on legal issues and is the author of the *Anti-Money Laundering Deskbook: A Practical Guide to Law and Compliance* (Practising Law Institute). She is a frequent speaker on topics including anti-money laundering law and regulation, cryptocurrencies, and anti-bribery laws such as the U.S. Foreign Corrupt Practices Act ("FCPA") and has counseled companies regarding FCPA compliance.

Prior to entering private practice, Ms. Healy was a Trial Attorney with the U.S. Department of Justice's Fraud Section, Criminal Division. There she focused on investigating and prosecuting international criminal matters, including violations of the FCPA. She also participated in negotiating multilateral anti-corruption treaties at the Organisation for Economic Cooperation and Development, the Organization of American States, and Council of Europe. Ms. Healy joined the Department of Justice as a member of the Attorney General's Honors Program.

Ms. Healy co-chairs the ABA International Section, Anti-Money Laundering Committee; and is a member of the Steering Committee of the ABA International Section, Anti-Corruption Committee. She is also a Board Member and current Chair of the San Mateo County Bar Association Women Lawyers' Section.

In addition, Ms. Healy is a volunteer mentor to high school students through BUILD, a non-profit

organization that teaches business entrepreneurship skills to encourage and motivate low-income and disengaged students to succeed in high school and college. She is also a certified yoga instructor.

Practice Areas

- ❖ Business and Commercial Litigation
- ❖ Director/Officer Liability (including Non-Profits)
- ❖ White Collar Crime

Education

- ❖ University of California, Davis, 1985 B.A.
- ❖ University of California, Davis, 1985 B.S.
- ❖ University of California, Los Angeles School of Law, 1991 J.D.

Court Admissions

- ❖ California
- ❖ US Court of Appeals for the Eleventh Circuit
- ❖ US Court of Appeals for the Fourth Circuit
- ❖ US Court of Appeals for the Ninth Circuit
- ❖ US Court of Appeals for the Tenth Circuit
- ❖ USDC: Eastern District of California
- ❖ USDC: Northern District of California

Memberships & Associations

- ❖ San Mateo County Bar Association
- ❖ State Bar of California

Representative Experience

Practice Area: Real Estate

Key Issues: Adversary Proceeding, Easements,

Venue: US Bankruptcy Court, Northern District of California, Oakland Division

Client Type: Real estate developer, business condo association

Description: Represented property developer and business condominium owners' association in connection with claims brought by Trustee of bankruptcy estate and bank in connection with allegations that defendants interfered with bankruptcy estate with respect to easements for access and utilities.

Result: Case settled following two rounds of mediation

Practice Area: Business and Commercial Litigation

Key Issues: Interference with contract and with prospective business advantage

Venue: Contra Costa County Superior Court

Client Type: Defendant grease recycling company and executive

Description: Represented company that recycled restaurant grease in dispute with competitor over alleged interference with customer contracts.

Result: Case settled

Practice Area: Business and Commercial Litigation

Key Issues: Securities law violations, fraud and misrepresentation, breach of fiduciary duty, breach of contract

Venue: Placer County Superior Court

Client Type: Defendant non-public biotechnology company, directors and executive

Description: Plaintiff alleged that he loaned \$100,000 to a privately-held company and that the loan was converted to equity against his intent and without his knowledge. His investment eventually lost its value and some time later, the company filed a Chapter 11 bankruptcy petition. The case involved complex securities law issues. Following our submission of a detailed factual and legal analysis in a settlement communication to plaintiff's counsel the parties settled the case.

Result: Case settled

Practice Area: Business and Commercial Litigation

Key Issues: Federal and state securities law violations, fraud and misrepresentation, breach of contract

Venue: U.S. District Court, Central District of California

Client Type: Defendant non-public company and executive

Description: Plaintiffs alleged they had invested \$150,000 in a privately-held company and claimed that company officer had made misrepresentations to induce their investment and then later made additional misrepresentations in connection with a supposed settlement that plaintiffs allege was breached. Case involved complicated legal issues concerning whether the investment was a security.

Result: Case settled

Practice Area: Business and Commercial Litigation, Construction

Key Issues: Breach of contract

Venue: Marin County Superior Court

Client Type: California-based manufacturer

Description: Represented California-based manufacturer (who was not a party to the lawsuit) in dispute over installation of client's product in transportation district's facility; general contractor had sued project owner for payments due, and our client, who was also owed substantial amount, voluntarily agreed to engage in mediation.

Result: Case settled

Practice Area: Business and Commercial Litigation, Construction

Key Issues: Breach of contract; cross-claims for intentional interference with contract, and intentional interference with prospect

Venue: San Mateo County Superior Court

Client Type: California-based manufacturer

Description: Represented California-based manufacturer in dispute over proposal to install client's product in city's transportation facility; city did not accept our client's product as a substitute for the specified product and general contractor sued our client for the difference between its product and specified product supplied by its competitor; our client cross-claimed against the city for intentional interference with contract, and intentional interference with prospective economic advantage.

Result: Case settled

Practice Area: Business and Commercial Litigation, Contract/UCC

Key Issues: dispute over development of customized software

Venue: Wisconsin

Client Type: Defendant software developer

Description: The parties entered into two contracts for the implementation of human resources software. The plaintiff was very satisfied with the first project which required little customization. The second agreement involved a highly customized software program that required complex design, development, and integration. The plaintiff was dissatisfied and sued for, among other things, breach of contract and misrepresentation.

Result: The case settled at mediation.

Publications

- ❖ Author, FinCEN's Proposed AML Rule: Regulate "Funding Portals" as Broker-Dealers, *Practising Law Institute*, May 2016
- ❖ Author, Government Assurance Aside, Marijuana Money Still Risky for Banks, *American Banker*, 8/25/2014
- ❖ Author, Anti-Money Laundering Deskbook: A Practical Guide to Law and Compliance, *Practising Law Institute*, 7/1/14

News

- ❖ Nicole S. Healy is participating at PLI's (Practising Law Institute) One-Hour Briefing entitled, "EU's Fifth Anti-Money Laundering Directive"., August 16, 2018
- ❖ RMKB Partner, Nicole S. Healy is Chairing a Seminar at the PLI (Practising Law Institute) entitled, "Anti-money Laundering Due Diligence And Compliance 2017", April 19, 2017
- ❖ Ropers, Majeski, Kohn, Bentley, PC Named One of California's Top Ranked Law Firms by LexisNexis® Martindale-Hubbell®, *Martindale-Hubbell®*, August, 2015
- ❖ Directors and officers liability: How to establish policies, procedures that will protect your company, *Smart Business Magazine*, March 2014

- ❖ "Bay Area People" , *San Francisco Business Times* , 05/16/2013
- ❖ "People on the Move", *Silicon Valley Business Journal* , 05/16/2013