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**Sara M. Antol**  
*Shareholder*

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**Area of Emphasis**

Sara Antol is a member of the Corporate and Commercial and Emerging Technologies groups of Babst Calland. Ms. Antol's practice areas include mergers, acquisitions and divestitures; business planning and structuring; routine and complex commercial contracts in, among other areas, technology and telecommunications; development and licensing arrangements; teaming, distribution, reseller and original equipment manufacturer relationships; public company securities compliance; private placements; executive compensation programs, employment and non-competition agreements; and general business counseling. Having served in the capacity as general counsel of a publicly-traded company for a number of years prior to joining the firm, Ms. Antol offers a unique, business-driven perspective when advising clients on legal matters.

Ms. Antol has handled a significant number of complex domestic and international acquisitions and divestitures for publicly traded and private companies, both from the perspective of outside counsel and as in-house counsel for a company actively seeking strategic acquisitions. She has led and implemented a number of large-scale due diligence projects, and served as primary negotiator and deal facilitator for a multitude of transactions, including working with investment banking firms and potential private equity investors. Ms. Antol also contributed to the integration of acquired businesses and completion of post-closing adjustments and transactions.

In addition, Ms. Antol has worked closely with both public and private company clients providing advice advising on modeling, structuring, operating and shareholder agreements, corporate governance best-practices, implementation of ethics, whistleblower and compliance policies and procedures, as well as fiduciary responsibilities and compliance matters.

Ms. Antol also counsels clients with respect to real estate projects, including drafting and negotiating leases, easements and options, reviewing surveys and satisfying the conditions necessary for title insurance.

**Background**

Ms. Antol graduated *cum laude* from Indiana University of Pennsylvania in 1983, and earned her J.D. *cum laude* from the University of Pittsburgh in 1990. While at Pitt, she served as an Executive Editor of the University of Pittsburgh Law Review, and received a Law Fellows Scholarship. Ms. Antol was an associate with Babst Calland after graduating from University of Pittsburgh, and left the firm in 1996 to assume the role of General Counsel at Tollgrade Communications, Inc., a Pittsburgh-based, publicly-traded telecommunications equipment and software supplier, and held that position for fourteen years.

As General Counsel, Ms. Antol served as the chief legal officer and held responsibility for all aspects of the company's legal functions both domestically and internationally, and also served as a member of the Company's executive management team. She acted as corporate secretary as well as chief compliance and corporate governance officer, and advised the Board of Directors on a multitude of compliance and best-practice corporate governance matters.

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Ms. Antol was also responsible for all reporting required under the Securities Exchange Act, including periodic reporting, annual reports, proxy statements, current reporting and disclosure obligations, and insider trading compliance and reporting. She implemented various policies and procedures for compliance under the Sarbanes-Oxley Act. Ms. Antol also managed an extensive patent and trademark portfolio and implemented intellectual property protection procedures; counseled on employee-related and executive compensation matters; and served as Risk Manager for the insurance programs, including the directors' and officers' liability coverage.

**Membership and Affiliations**

Ms. Antol is a member of the Allegheny County, Pennsylvania and American Bar Associations. She has also served as a member of the American Corporate Counsel Association and the Federal Communications Bar Association. Ms. Antol has acted as a panelist for the Activist Investor Conference and various continuing legal education programs representing the viewpoint of in-house counsel to a publicly-traded company.