

# EXHIBIT 5

# KIRKLAND & ELLIS

## Gregg Kirchhoefer, P.C.

Partner / Technology & IP Transactions



### Practices

- Technology & IP Transactions
- Sourcing & Information Technology
- Joint Ventures & Strategic Alliances
- Licensing
- Life Sciences Intellectual Property
- Intellectual Property
- Transactional
- Mergers & Acquisitions
- Private Equity
- Restructuring
- Open Source Software
- Financial Technology "FinTech"
- Cybersecurity & Data Privacy

### Overview

Building on work experience in the computer industry, Gregg Kirchoefer's practice is focused on transactional and counseling matters primarily involving information technology, telecommunications, eCommerce, artificial intelligence, robotics, life sciences, pharma, biotechnology, other technologies, and intellectual property, corporate and commercial issues. Gregg founded the Firm's intellectual property/technology transactions and outsourcing practice groups.

In addition, Gregg works closely with the Firm's corporate, private equity, tax, and restructuring attorneys on mergers, acquisitions, leveraged buyouts, venture capital/private equity transactions, securities offerings, financing transactions, and restructuring counseling and related transactions, and with the Firm's litigation attorneys on contentious matters requiring consulting on matters within Gregg's knowledge domain.

Gregg's outsourcing experience spans more than 35 years and in that time he has handled some of the largest, most comprehensive outsourcings in history. One transaction that exemplifies the breadth and historical strength of such experience is the original services agreement between General Motors Corporation and EDS in 1985 (as well as many subsequent agreements) that included all of General Motors' IT functions, assets and personnel.

He also was responsible for the seminal BPO transactions in the late 1980s and first handled an offshore IT outsourcing transaction with an Indian service provider in 1988.

Gregg has represented both service providers and customers in manufacturing, financial services, utilities, consumer products and other industries in these types of transactions.

Gregg's IT outsourcing experience has covered the panoply of IT-related and IT-enabled functions and has included data center operations and hosting, applications process outsourcing (APO) (including applications development and maintenance), applications service provider (ASP) (including applications hosting and management), Software as a Service (SaaS), Infrastructure as a Service (IaaS), help desk, telecommunications services (including voice, data, and video services), and network management.

## More

### Thought Leadership

## Publications

Gregg was profiled as one of America's Best Corporate Lawyers in the July/August 2004 issue of *Corporate Board Member* magazine. Additionally, he was quoted in the following articles: "Outsourcing Practices Grow as Clients Look Overseas," published in the February 2005 issue of *Chicago Lawyer*, "Legal Briefs: Top Outsourcing Lawyers Give Advice to Buyers," published in the Winter 2004 issue of *Outsourcing Essentials*, and "Businesses Tie Knot After Clients Play Matchmaker," published in the *Chicago Tribune* on August 16, 2004. He was interviewed by CBS Marketwatch for "Insourcing Jobs to the U.S.," a video clip that appeared on CBSMarketwatch.com on April 7, 2004.

Gregg is the author of the following articles:

- "Getting the Deal Through," August 2017, *e-Commerce 2018 Questionnaire*
- "Getting the Deal Through," August 2016, *e-Commerce 2017 Questionnaire*
- "Outsourcing, Modularity, and the Theory of the Firm," 2011-2012, *BYU Law Review*
- "Offshore Outsourcing: Compliance with Laws," June 16, 2005, web seminar sponsored by *Outsourcing & Offshoring News*
- "Global Outsourcing in Today's Economy: Pros and Cons," November 8, 2004, Atlas presentation in Houston
- "Protection of Online Catalogs and Databases," September 30, 2004, 19<sup>th</sup> Annual Computer & Information Law Institute in Dallas
- "Information Technology: International Transactions Across Borders," January 2004, *International Quarterly*
- "Key Issues in Software Licensing," October 29-30, 1998, Practising Law Institute
- "Contractual Framework: The Business Process Outsourcing Agreement," July 22, 1998, Strategic Telecom Outsourcing Conference
- "Year 2000 Contract Issues," June 1998, Practising Law Institute
- "Multiple Factors Govern the Conveyance of IP," March 2, 1998, *The National Law Journal*
- "Software and Database Licensing," November 10, 1997, Practising Law Institute
- "Foreign Licensing & Technology Transfer: Doing Business with Latin America," October 17, 1994, Institute for Internal Law & Business
- "Software and Database Licensing," November 10, 1997, Practising Law Institute
- "Acquiring Rights in Software, Documentation and Databases," February 1993, *Software Law Journal*
- "Strategic Alliances," 1993
- "Outsourcing," 1992

- "An Overview of Protection of Data After Feist," 1991
- "The Effect of the Statute of Limitations on a Computer Vendor's Liability in a Failed Computer Installation: Triangle Underwriters, Inc. v. Honeywell, Inc.," 1981, *St. Louis Law Journal*

In addition, Gregg was mentioned in the following articles about outsourcing:

- "More U.S. Legal Work Moves to India's Low-Cost Lawyers," September 28, 2005, *Wall Street Journal*
- "E-mail Exposure; Watch Out! You May be Responsible for Gremlins in Your Corporate E-mail," August 8, 2005, *Computerworld*
- "When Brands Change Hands," May 30, 2005, *Corporate Dealmaker*
- "Legal Briefs: Top Outsourcing Lawyers Give Advice to Buyers," Winter 2004, *Outsourcing Essentials*
- "The Outsourcer's Apprentice," December 9, 2004, *The Deal.com*
- "Minding Your Business," August 16, 2004, *Chicago Tribune*
- "End of the Affair," May 31, 2004, *Computerworld*
- "U.S. Companies Buying in to Outsourcing Industry," April 16, 2004, *CBSMarketwatch.com*
- "Offshore Opt-Out," April 1, 2004, *eWeek*
- "Outsourcing Gotchas," March 22, 2004, *Computerworld*
- "Watch What You Wish For," March 22, 2004, *Computerworld*
- "Are Too Many Jobs Going Abroad?," March 1, 2004, *TIME*

## Seminars

Gregg is a frequent lecturer at seminars and author of numerous articles and papers, and has been an Adjunct Professor at a local law school where he teaches computer law classes in the J.D. and LL.M. programs. Some of his more recent speeches and conference presentations include:

- 2017 IAOP Outsourcing World Summit, "Back to the Future Redux," February 20, 2017, San Antonio
- 2016 IAOP Outsourcing World Summit, "Do as I Do, Not Just Do as I Say: The Outsourcing Contracting Process from the Perspective of a Customer that is also an Advisor," February 15, 2016
- 2015 IAOP Outsourcing World Summit, "Implementing and Operating in a Complex Multi-Sourced Environment," February 17, 2015, Phoenix

- 2014 IAOP Outsourcing World Summit, "Innovation in Outsourcing," February, 2014, Lake Buena Vista
- IAOP Legal and Compliance Chapter with Chicago Chapter Meeting, "Effective and Efficient Contracting Process," July 17, 2014, Chicago
- IAOP Legal and Compliance Chapter with Midwest Chapter Meeting, "Contract Negotiation Strategies in Sourcing Agreements," October 30, 2013, St. Louis
- 2012 IAOP Outsourcing World Summit, "Applying Principles of Outsourcing to the Investment Management Function," February 21, 2012, Lake Buena Vista
- Kellogg Business Law Conference, "Legal Challenges in Entrepreneurship and Small Business Ownership," February 8, 2012, Evanston
- ExecSense Live Webinar, "What COOs Need to Know Before Signing an Outsourcing Agreement in 2011," March 15, 2011, Chicago
- 2011 IAOP Outsourcing World Summit, "Considerations in Managing the Multi-Service Provider Outsourcing Environment," February 21-23, 2011, Indian Wells
- Law Seminars International Presentation, Cloud Computing Services and Agreements - New Business Models and Evolving Legal issues, "Building a Global Business on the Cloud," October 13, 2010, Chicago
- IQPC 10th Annual Shared Services for Finance and Accounting, "Implications of Counterparty Risks on Compliance Issues in F & A Outsourcing," July 15, 2010, Chicago
- 17th Annual Technology & Law Seminar Presentation on "Professional Responsibility," June 25, 2010, Kirkland & Ellis, Chicago
- Duke Fuqua Business School Presentation, "Outsourcing 101: Process, Issues and Relationships," April 26, 2010, Raleigh
- Intellectual Property Issues in Bankruptcy Seminar Series, "Part I – IP and Technology Deals in an Uncertain World," April 28, 2009, Chicago
- Intellectual Property Issues in Bankruptcy Seminar Series, "Part II – Protecting IP and Technology when Bankruptcy Looms," June 26, 2009, Chicago
- Association of Corporate Counsel Presentation on "Strategic Alliances," November 2008, Chicago
- Association of Strategic Alliance Professionals – CHI Bio-Pharma Alliance Summit, November 5, 2008, Boston
- Vanderbilt Law School Law and Business Conference panel on Supply Chain Contracting, October 30, 2008, Nashville
- ACI/LPO Seminar, "Papering the Transaction - Best Practices for Structuring and Negotiating your Outsourcing Agreement," September 16, 2008, New York
- 2008 Outsourcing Seminar – Booz & Company, EquaTerra, Kirkland & Ellis, Chicago
- SIG Fall Conference, Sourcing Leadership 2007, October 12, 2007, Ft. Lauderdale

- Association of Corporate Counsel Presentation on “Transformational Outsourcing and the Outsourcing Agreement: Issues, Risks, and Strategies,” October 8, 2007, Chicago
- IICLE Privacy Conference Presentation, May 31, 2007, Chicago
- Miami University Presentation on Legal Requirements of Business, March 30, 2007, Oxford
- Kirkland & Ellis Annual Outsourcing Seminars, Chicago
- Strategic Alliances Conference, “Structuring the Deal,” May 3, 2006, Chicago
- BIO 2006 Annual International Convention, April 11, 2006, Chicago

## Recognition

Gregg is a 2016 inductee of the IAOP Outsourcing Leadership Hall of Fame, only the third advisor from a law firm to receive this honor since the first inductions in 2006. He was also inducted to *The Legal 500 U.S.* Hall of Fame for his Outsourcing work in 2020 and 2021.

Gregg has long been recognized as an authority on outsourcing and technology transactions garnering individual and firm recognition at the top tier by *Chambers* every year since 2003 in *World's Leading Lawyers for Business*, and *America's Leading Lawyers for Business* in those categories, and by *The Black Book of Outsourcing*. He has been listed as a “Leading Lawyer” in *The Legal 500 United States* in the area Technology: Outsourcing. He has been named the *Best Lawyers® 2016* Information Technology Law “Lawyer of the Year.” Gregg has also been selected by his peers for the 2010 through 2019 editions of *The Best Lawyers in America* in the specialties of Information Technology Law and Technology Law, and for the 2006–2016, and 2018 editions of *Illinois Super Lawyers*. In 2016, Gregg was selected by peer recognition as one of the Lawyers of The Year In Illinois as published in the *Chicago Tribune*. In 2012, Gregg was named a Top Rated Lawyer by Martindale–Hubbell based on his AV Preeminent Peer Review Rating, the highest rating in legal ability and ethical standards. Gregg has been listed in *The International Who's Who of Information Technology Lawyers* for the past several years and in 2014–2015 he was selected as a leading lawyer in *Who's Who Legal: Technology, Media and Telecommunications*. Gregg has been recommended by *Intellectual Asset Management* magazine's *IAM Patent 1000 – The World's Leading Patent Professionals* each year since 2014.

Gregg is a frequent lecturer at seminars and author of numerous articles and papers, and is a former Adjunct Professor at a local law school where he taught computer law classes in the J.D. and LL.M. programs.

## Memberships & Affiliations

Gregg is on the Board of Editors for "E-Commerce Law Report," is a member of the International Technology Law, Federal Communications Bar, International Bar, and American Bar Associations and is a member of the Boards of Directors of Bell Flavors and Fragrances, Inc. and Boys Hope/Girls Hope. He is admitted to the Illinois Bar.

Gregg is also a participant in the Task Force on Jurisdiction and Applicable Law in Electronic Commerce, sponsored by the International Chamber of Commerce, Paris, France.

## Credentials

### Admissions & Qualifications

- Illinois

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### Education

- Saint Louis University School of Law, J.D., *cum laude*  
Alpha Sigma Nu Honor Society  
American Bar Association National Liaison Science and Technology Committee  
Managing Editor, *Saint Louis University Law Review*
- Saint Louis University School of Commerce and Finance, B.S.C.

## Prior Experience

Burroughs Corporation; Comshare, Inc.; Bell, Boyd & Lloyd

## News & Insights

- 25 March 2022 Press Release  
Kirkland Named to "The 2022 Global Outsourcing 100"
- 01 April 2021 Press Release Kirkland Named to "The 2021 Global Outsourcing 100"
- 23 April 2020 Press Release Chambers & Partners Ranks Kirkland and its Attorneys in the United States
- 18 February 2020 Press Release Kirkland Named to "The 2020 Global Outsourcing 100"



- 25 April 2019 Press Release Chambers & Partners Ranks Kirkland and its Attorneys in the United States