

**THOMAS J. BREWER
ARBITRATOR**

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RESUME

Profession:

Attorney, with practice limited to service as an arbitrator in international and domestic commercial arbitrations.

Work History:

Self-employed neutral since 2000. Trial lawyer 1975-2000: Partner, Wickwire Greene Crosby Brewer & Seward, 1994-2000; Partner (1981-94) and Associate (1975-81) Heller Ehrman White & McAuliffe, (including predecessor firm acquired by merger). Arbitrating commercial cases was a significant part of my law practice from 1985-2000.

Arbitration Experience:

Arbitration experience includes both domestic and international commercial arbitrations, with over 350 appointments as panel chair, panel member or sole arbitrator since becoming a full-time neutral in 2000, mainly in the following areas:

BUSINESS AND COMMERCIAL: Contracts, corporations, LLC's, partnerships, sale of business, asset purchase (including claims for post-closing adjustments), corporate governance and disputes between business co-owners, finance, lending, guaranty, sales (including sales of goods under the UCC), commission, distribution, product development, licensing, freight, carriage of goods/shipping, antitrust, franchise, unfair practices, unfair competition, fraud, product liability and warranties, insurance, international trade, commercial real estate, appraisal and valuation, manufacturing, mining, agricultural, apparel, professional sports, beer and wine distribution, wineries, Indian gaming, gaming equipment, environmental, employee non-competition and confidentiality (NDA) covenants, disputes between professionals, telecommunications including facilities use and similar agreements, satellite television, and many other kinds of business agreements and transactions. Member of the ICDR's International Roster, the AAA's Commercial and Large, Complex Case panels, and of the CPR

Institute's Cross-Border, National Panel of Distinguished Neutrals and Commercial Real Estate panels of arbitrators.

ENERGY, OIL & GAS, ELECTRIC POWER: Oil and gas arbitrations have included participation agreement, area of mutual interest, marketing and trading, pipeline, refinery, natural gas gathering, treating, processing, transport and sales, contract interpretation, royalty, production curtailment, joint venture, marine fuelling terminal/tank farm, asset purchase, petrochemical, coal, sale of business and valuation disputes. Electricity arbitrations have included numerous power purchase agreements, tolling, transmission, joint operating, co-generation, PURPA, ISO/RTO, contract interpretation, wind, solar and photovoltaic projects, biomass, steam supply, project development and other types of disputes and agreements. Member of the ICDR's International Energy Arbitrators List, the AAA's National Energy panel, and of the CPR Institute's Energy, Oil & Gas panel of arbitrators.

TECHNOLOGY/INTELLECTUAL PROPERTY: IP and technology arbitrations have included patent, royalty (including FRAND, SEPs and antitrust issues), product development and licensing disputes related to semiconductor, pharmaceutical, medical product, vaccine, telecom and other technologies, trade secret misappropriation and Lanham Act disputes, copyright, domain name, software and business acquisition-related IP disputes. Member of the AAA's Intellectual Property and of the CPR Institute's Health Care and Life Sciences panels of arbitrators. Member of the Silicon Valley Arbitration & Mediation Center's Tech List of leading arbitrators and mediators in the technology sector (2019 and prior years).

M&A and JOINT VENTURES: Substantial experience in arbitrations involving M&A, joint operating and joint venture agreements, asset purchase, representations and warranties, post-closing purchase price and escrow adjustments, earnout provisions, tax-related acquisition disputes and non-competition disputes. Member of the AAA's M&A and Joint Ventures panel of arbitrators.

Arbitration experience also includes numerous construction cases, ERISA multiemployer pension plan withdrawal liability disputes, class action and Fair Labor Standards Act (FLSA) collective arbitrations, insurance coverage, healthcare payor-provider reimbursement disputes, service as an ICDR Article 37 emergency arbitrator, and many other types of commercial cases. Member of the AAA/ICDR's recently-created Aviation, Aerospace and National Security panel of arbitrators to handle high-value defense, cyber and security-related disputes in the aerospace, aviation and national security sectors. Substantial prior experience in arbitrations involving aviation, aerospace, software, railroad and government-related disputes.

Frequent service as chair of three-arbitrator panels. Experience serving as an arbitrator in cases administered by AAA, ICDR, JAMS, ICC, LCIA, SIAC and under the UNCITRAL, CPR, Society of Maritime Arbitrators and American Association of Railroads rules, and in numerous other non-administered cases.

Education:

Dartmouth College (B.A., Government, magna cum laude, 1968); Oxford University (B.A., Jurisprudence, First Class Honours, Wronker and Jurisprudence Prizes, Rhodes Scholar, 1973); Harvard Law School (J.D., magna cum laude, law review, 1975).

Awards and Honors:

Fellow, College of Commercial Arbitrators. Fellow, Chartered Institute of Arbitrators (FCIArb). Charter Member, National Academy of Distinguished Neutrals. Listed in *Best Lawyers in America* for arbitration, 2019 and prior years, *Who's Who Legal: Arbitration*, 2019 and prior years (WWL comment: "'superlative' and was particularly picked out for his expertise relating to IP disputes and energy cases"), *Washington Super Lawyers*, 2000-2019, and *Lawdragon* "500 Leading Judges in America." Selected by *Best Lawyers* as Lawyer of the Year for arbitration in Seattle in 2015, 2017 and again for 2019.

Representative Cases:

Prior or pending arbitrations include an energy arbitration involving claims for royalty income damages arising out of oil spills, production curtailments and pipeline replacements in a large U.S. oil field (Panel Chair); a trade secret arbitration involving alleged misappropriation of a hedge fund's financial modelling technologies (Neutral Panelist); a dispute between a Class I railroad and eleven short lines over interpretation of the rate provisions in their freight operating agreements (Neutral Panelist); an international arbitration of a patent licensing dispute related to semiconductor patents (Neutral Panelist); an energy arbitration between parties to an electric power tolling agreement involving claims for recovery of winter reliability penalties imposed by the New England ISO and counterclaims alleging miscalculation of availability charges (Panel Chair); a patent licensing dispute relating to development of a vaccine (Panel Chair); an energy arbitration between an RTO and a transmission customer over alleged breaches of a service agreement (Panel Chair); an international pharmaceutical licensing dispute (Panel Chair); an arbitration between owners of an East Coast marine fuel terminal involving claims of breach of fiduciary duties by the LLC's Managing Member (Panel Chair); an energy arbitration over interpretation of the price term in a long-term gas purchase contract (Panel Chair); an insurance coverage arbitration involving claims by a large brokerage firm for coverage of mutual fund losses under D&O policies (Neutral Panelist); a patent arbitration relating to "winglets" used on certain commercial airliners (Neutral Panelist); an energy arbitration involving alleged breaches of an agreement providing for development and financing of solar electric power projects for a California city (Neutral Panelist); an international arbitration related to patent licensing and product development agreements for technologies used in e-readers (Panel Chair); a wind energy dispute between the owner of a 5,000+ acre wind power generation project and a large public utility over alleged curtailment losses arising under a long-term power purchase agreement (Panel Chair); an international arbitration between co-owners of a 100,000 barrel/day Texas oil and gas refinery and related trading entity arising out of a corporate governance dispute, resulting exercise of one owner's "put" rights

and valuation of the refinery (Panel Chair); an international biotech arbitration related to alleged breaches of a licensing agreement (Neutral Panelist); an international arbitration between investors in a commercial real estate project related to alleged breaches of the parties' development agreements, fiduciary duties and capital call obligations (Neutral Panelist); an international arbitration between a US software company and its Saudi Arabian joint venture partner (Panel Chair); a domestic arbitration between a professional athlete and a manufacturer of athletic clothing and footwear arising out of an international licensing and promotional agreement (Panel Chair); a domestic arbitration involving claims arising out of the sale of an energy business (Neutral Panelist); an international arbitration relating to interpretation of the royalty provision in a software licensing agreement covering a GPS product sold to the commercial aviation industry (Neutral Panelist); an international M & A arbitration between European and U.S. parties arising out of the sale of a software company involving alleged breaches of representations and warranties given by the sellers related to balance sheet and tax liabilities (Neutral Panelist); an international arbitration between a U.S. seller and a Japanese buyer over alleged breaches of an asset purchase agreement for a nanocrystal technology business (Sole Arbitrator); a dispute between members of an LLC that operated a gold mine (Neutral Panelist); and an arbitration between two telecommunications companies arising out of an asset sale (Sole Arbitrator). Additional examples available at www.tjbrewer.com; follow the "Arbitration Experience" prompt.

Publications and Speaking Engagements:

Speaker, 2017 National Energy Arbitration Conference: "Resolving Energy Arbitrations in Times of Crisis," CIArb, Houston; Contributing Author, THE COLLEGE OF COMMERCIAL ARBITRATORS GUIDE TO BEST PRACTICES IN COMMERCIAL ARBITRATION, 4th ed., Juris Net 2017 (and to the three prior editions); Speaker, 2016 AAA/ICDR National Panel Conference, "Red Flags and Risk Areas for Arbitrators: A Review of Recent Cases Challenging Arbitrator Authority," New Orleans, 2016; Speaker, AAA Seminar: "Arbitration Advocacy for Courtroom Lawyers: Two Experienced Arbitrators Discuss What Works, and What Doesn't, in Arbitration," Denver, 2015; Contributing Author, THE LEADING PRACTITIONERS' GUIDE TO INTERNATIONAL OIL & GAS ARBITRATIONS, (Juris, Gaitis ed., 2015); (partial Listing.)