



ALLAN L. SCHARE, *Senior Attorney*

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Allan Schare specializes in commercial litigation, business torts, securities litigation, corporate and partnership disputes, professional liability, trade secrets, and unfair competition matters.

In addition, Mr. Schare represents companies in internal investigations and has represented companies and individuals in white-collar criminal and SEC defense matters.

A respected business counselor and advisor, Mr. Schare assists clients with dispute resolution through litigation, negotiation and non-judicial dispute resolution. His broad client base includes companies from such industries as advertising, banking, consumer products, education, health care, manufacturing, musical instruments, publishing, real estate, technology, and telecommunications.

Prior to joining Theodora Oringher PC, Mr. Schare was a partner with the Los Angeles firm McDermott Will & Emery LLP. He began his legal career with Latham & Watkins LLP.

REPRESENTATIVE MATTERS

- › Represented a consulting and engineering services firm and its officers and directors in defense of federal and state court shareholder derivative actions relating to allegations of improperly backdating stock options. Obtained dismissal of both lawsuits based on findings that plaintiff failed to satisfy the demand futility requirement to proceed in a derivative capacity
- › Represented video game publisher in securing a mandatory temporary restraining order and a subsequent preliminary injunction requiring Activision and its software development subsidiary to turn over key source code, other technology, and certain hardware assets under development pursuant to a contract with his client
- › Represented a large Chinese plumbing supply manufacturer in successful defense of \$100 million executive termination and breach of equity participation agreement claims brought by the president of the company's U.S. sales subsidiary
- › Successfully defended liquidators of Antiguan bank in RICO action brought by purported assignee of claims allegedly held by the government of Ukraine relating to alleged money laundering activities of former Ukrainian Prime Minister in the United States
- › Represented former Chairman of the Board of multinational pharmaceutical company in defense of

securities class action charging 10b-5 violations in connection with alleged concealment of referral fees and commission payments made by company's overseas subsidiaries which were alleged to have violated the Foreign Corrupt Practices Act. Also represented client in Delaware breach of fiduciary duty action, federal court class action brought by participants in company's employee stock ownership plan, and in negotiating resolution of books and records and internal controls claims brought by SEC

- › Represented Square D Company in California state tax refund action concerning the proper unitary tax treatment of the client's leveraged leasing subsidiary and issues relating to inclusion of gross receipts from corporate treasury activities in unitary tax calculations
- › Represented U.S. holding company, a subsidiary of a large overseas conglomerate, in investigation relating to alleged financial statement improprieties at U.S. distribution subsidiary
- › Represented Learning Tree International, Inc. and its officers and directors in a securities class action charging 10b-5 violations in connection with the alleged concealment of the deterioration of the Company's business and insider trading. Also defended two parallel state court class actions filed by the same plaintiffs' law firm under California securities laws
- › Represented Pacific Telesis Group in corporate tax refund action seeking more than \$50 million in franchise (income) tax refunds based on underreporting of capital asset depreciation deductions on intercompany sales of equipment in the years following the 1984 AT&T divestiture
- › Represented Swiss bank and trust company and its Bahamian subsidiary bank in fraud and breach of contract action seeking recovery of \$70 million debenture investment made in publicly traded home health care company. Successfully negotiated settlement, partial repayment and restructuring of outstanding debt obligations. Later represented client in obtaining recovery of significant operating businesses and other assets in satisfaction of balance of debt in defendant's bankruptcy proceedings. Also coordinated successful defense of proceedings against clients in the Bahamas and Switzerland
- › Represented Columbia Pictures Industries and affiliated entities in copyright infringement action against manufacturer of digital video recorder offering features such as the ability to transmit recorded programming to other replayTV device owners over the internet and automatic commercial skip
- › Represented international telecommunications company in defense of action for fraud, state securities law violations, breach of fiduciary duty, and breach of contract based on allegations of false representations made in connection with sale of company's Canadian software development subsidiary
- › Represented internet service provider in defense of patent infringement action brought by competitor regarding patent for the simultaneous display of floating "viewer" window in conjunction with an ordinary internet browser window
- › Represented national distributor of the DirecTV programming service in litigation concerning scope and duration of distribution services agreement and allegations of breach of various provisions thereof
- › Represented Swedish materials handling machinery manufacturer in the defense of a products liability action arising from the collapse of a bulk cement ship unloading machine
- › Represented former owners of several Los Angeles automobile dealerships in breach of contract, fraud, and breach of fiduciary duty litigation arising out of the sale of the businesses. Obtained summary judgment for clients on all seventeen claims brought against them. Following this victory, negotiated multi-million dollar settlement of clients' counterclaims
- › Represented worldwide precision instrument manufacturer and affiliated entities in defense of breach of contract and interference with contractual and prospective economic advantage claims brought by original

equipment manufacturer of global positioning system (GPS) satellite receivers. Obtained summary judgment in favor of all clients

- › Represented national law firm in defense of federal securities class action brought by purchasers of securities of Gibraltar Financial Corporation against Gibraltar and its officers, directors, attorneys and accounting firms. The District Court's dismissal of all claims was affirmed by the Ninth Circuit Court of Appeals. Petition to the United States Supreme Court for writ of certiorari denied
- › Represented national law firm in defense of malicious prosecution action arising from underlying litigation brought under Section 16(b) of the Securities Exchange Act of 1934. Summary judgment in favor of client was affirmed by the Court of Appeal
- › Successfully represented Learning Tree International in trademark and trade name infringement action. The district court's orders enforcing and clarifying an earlier Consent Judgment and awarding substantial attorneys' fees at both district court and appellate level were affirmed by the Ninth Circuit Court of Appeals
- › Represented paper products distributor in defense of misappropriation of trade secrets and unfair business practices lawsuit

PROFESSIONAL RECOGNITION

- › Southern California Super Lawyers (2005 - 2010 and 2012 - 2025)
- › Super Lawyer (Business Litigation, 2010)

NEWS

- › Theodora Oringer Attorneys Named to 2023 Southern California Super Lawyers List
- › Theodora Oringer Attorneys Named to 2022 Southern California Super Lawyers List
- › Theodora Oringer Attorneys Named To 2020 Southern California Super Lawyers List

MEMBERSHIPS & ASSOCIATIONS

- › The Mirman School (Board of Trustees)
- › Center Theatre Group Corporate Circle Cabinet

PRACTICE AREAS

- › Trade Secrets and Unfair Competition
- › Business and Commercial Litigation
- › Consumer Financial Services Litigation
- › Real Estate Litigation

ADMISSIONS

BAR ADMISSIONS

- › California

COURT ADMISSIONS

- › United States Supreme Court
- › United States Court of Appeals for the Ninth Circuit
- › United States District Courts for the Central, Southern, Northern and Eastern Districts of California

EDUCATION

- › University of California, Berkeley, Boalt Hall School of Law, 1986 J.D.,
 - › Order of the Coif
 - › Founder and Executive Editor of the *High Technology Law Journal*
 - › Associate Editor of the *International Tax and Business Lawyer*
- › University of California, Berkeley, 1983 B.A.,
 - › Phi Beta Kappa