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Marian Tse, a partner in and former chair of Goodwin's ERISA & Executive Compensation Practice, has more than 30 years of experience in the areas of executive compensation and employee benefits. Ms. Tse is recognized as one of the nation's leading attorneys in her field by *Chambers USA*, where clients describe her as "technically very smart and very practical." She formerly served on the firm's Executive Committee.

Ms. Tse represents public and private company clients in the design, implementation and administration of many types of executive compensation programs and broad-based employee benefit plans, as well as the treatment of equity and employee benefits in hundreds of corporate mergers and acquisitions. She is well-versed in tax, accounting and securities laws affecting executive compensation, as well as governance issues raised by institutional shareholders. Ms. Tse also represents both employers and executives in the negotiation of employment and severance agreements and equity participation.

PROFESSIONAL ACTIVITIES

Ms. Tse is a member of the Boston Bar Association's ERISA Committee, the Employee Benefits Committee of the Tax Section of the American Bar Association, the Asian American Lawyers Association of Massachusetts and the National Asian Pacific American Bar Association. Ms. Tse serves on the Board of Directors for Greater Boston Legal Services and Boston Chinatown Neighborhood Center.

Ms. Tse helped implement Goodwin's Naturalization Project, which helps families with permanent resident or "Green Card" status navigate the process of obtaining citizenship.

RECOGNITION

Ms. Tse is listed in *Chambers USA: America's Leading Lawyers for Business*, *U.S. News-Best Lawyers* and *The Legal 500 U.S.* In 2012, she received the Community Service Award from the Asian-American Lawyers Association of Massachusetts.

EXPERIENCE

Ms. Tse's clients range from large publicly traded companies and venture-backed closely held life science and technology companies to not-for-profit entities such as colleges and leading teaching hospitals. She has recently advised:

PARTNER

- Essex Property Trust, Inc. on executive compensation and employee benefits issues arising in connection with its \$15.4 billion merger with BRE Properties, Inc. The combined company is the third-largest multifamily REIT in the United States
- Mid-America Apartment Communities, Inc. on executive compensation and employee benefits issues arising in connection with its all-stock acquisition of Colonial Properties Trust
- Bomgar Corporation in TA Associates' majority investment in the company
- Eloqua in its initial public offering and subsequent sale to Oracle Corporation
- Citizens Financial Group, Inc. on employee benefits issues arising in connection with the sale of its entire Illinois retail and middle market franchise to U.S. Bank
- Boston Properties, Inc. on various employment matters regarding its senior management
- Sage Therapeutics, Inc. on executive compensation issues in its initial public offering

Clients to whom Ms. Tse provides ongoing executive compensation and employee benefit advice include AvalonBay Communities, Inc., Loomis Sayles, Citrix and Partners HealthCare System.

PUBLICATIONS AND PRESENTATIONS

Ms. Tse has been a frequent panelist at seminars, including those presented by the National Association of Stock Plan Professionals, Massachusetts Continuing Legal Education, the Boston Bar Association, the Federal Tax Institute and other professional organizations.

VIEWPOINTS

[Please include any speaking engagements, articles, links to blogs, or any other thought leadership that you would like noted in your biography. Please include links to actual content wherever possible.]

EDUCATION

[Please indicate degree name and area of concentration, university/college name, and year degree received for all undergraduate and post-graduate degrees.]

ADMISSIONS

[Please note countries, states and courts where you are admitted to practice. Note that if you are not admitted to practice in the jurisdiction in which you reside, we will need to note this on your biography until you are admitted.]

CLERKSHIPS

[Please note year, name of court, and name of judge for any clerkships you have held.]