

DAVID M. BECKER returned to the Securities and Exchange Commission in February 2009 as General Counsel and Senior Policy Director to serve as the Commission's chief legal officer with additional responsibility for coordinating development and implementation of Commission policies. Mr. Becker previously served as SEC General Counsel from January 2000 to May 2002 after joining the SEC staff as Deputy General Counsel in 1998.

Prior to returning to the SEC in 2009, Mr. Becker was a partner at Cleary, Gottlieb, Steen & Hamilton in Washington, DC. Before joining the SEC staff in 1998, he was a partner at the Washington, DC law firm of Wilmer, Cutler & Pickering. In private practice, he specialized principally in securities enforcement and litigation.

Mr. Becker began his legal career as law clerk to Judge Harold Leventhal of the Court of Appeals for the District of Columbia and for Associate Justice (Retired) Stanley Reed of the Supreme Court. He is a graduate of Columbia College and Columbia Law School, where he was editor-in-chief of the Columbia Law Review.

LYDIA I. BEEBE is corporate secretary and chief governance officer of Chevron Corporation. During her 15 years as a corporate officer, serving as secretary to the Board of Directors, the Executive Committee and the Board Nominating and Governance Committee, Ms. Beebe has provided advice and counsel to the board of directors and senior management on corporate governance matters and managed the Company's Corporate Governance function. She also serves on the Chevron Employees Political Action Committee board of directors and represents the company in many civic activities. She joined Chevron in 1977 and held a variety of legal positions prior to her election as a corporate officer.

Throughout her career, Lydia has been active on many public and non-profit governing boards. She is a frequent speaker and panelist on corporate governance topics.

A native of McPherson, Kansas, Ms. Beebe earned a bachelor's degree in journalism from the University of Kansas in 1974 and a doctor of law degree from the university's School of Law in 1977. She also obtained a master's degree in business administration from Golden Gate University in San Francisco in 1980.

ALAN L. BELLER is a partner of Cleary Gottlieb Steen & Hamilton LLP, based in the New York office. Mr. Beller's practice focuses on a wide variety of complex securities, corporate governance and corporate matters. Mr. Beller has extensive experience advising both U.S. and non-U.S. entities on these matters, including in connection with SEC filings and public and private offerings of securities.

Mr. Beller served as director of the Division of Corporation Finance and senior counselor to the United States Securities and Exchange Commission, a position he held from January 2002 until February 2006. During his four-year tenure, Mr.

Beller oversaw and directed the Commission reform efforts to improve, streamline and expedite corporate disclosure dissemination, and to enable seasoned corporate issuers to access capital markets more efficiently. He also led all facets of the Commission's corporate disclosure and corporate transactional programs.

Mr. Beller originally joined the firm in 1976, became partner in 1984 and returned to Cleary Gottlieb in August 2006. He was also resident in the firm's Paris office from 1977 to 1981; he was resident in the Tokyo office from 1990 to 1993.

Mr. Beller is a frequent panelist and speaker and has been an Adjunct Associate Professor of law at New York University and is one of the authors of U.S. Regulation of the International Securities and Derivatives Markets.

Mr. Beller received a JD degree, magna cum laude, in 1976 from the University of Pennsylvania Law School. He graduated from Yale College in 1971.

STEVEN E. BOCHNER is the chief executive officer and a member of the board of directors of Wilson Sonsini Goodrich & Rosati, where he has practiced securities law for over 25 years. He is also a lecturer at the U.C. Berkeley School of Law, where he designed and taught the Venture Capital and IPO Law course. Mr. Bochner is a co-chair of the Nasdaq Listing and Hearing Review Council, and was extensively involved in the development of Nasdaq's corporate governance rules and listing standards. In 2005 he was appointed a member of the Securities and Exchange Commission's Advisory Committee on Smaller Public Companies.

Mr. Bochner received his JD from Boalt Hall, where he was a research assistant to Professor Richard W. Jennings, a leading scholar in the field of securities regulation.

BRIAN V. BREHENY joined the Washington, DC office of Skadden, Arps, Slate, Meagher & Flom LLP on October 1, 2010 as a partner in its' corporate group.

Prior to joining Skadden Arps, Mr. Breheny held a number of leadership positions in the Division of Corporation Finance at the U.S. Securities and Exchange Commission. He began as Chief of the SEC's Office of Mergers and Acquisitions in July 2003, and in November 2007 he became a Deputy Director with responsibility for the Division's legal and regulatory policy support offices.

During his tenure with the SEC, Mr. Breheny assisted the Commission with its consideration of significant rule amendments in a number of areas including shareholder director nominations, tender offers, beneficial ownership reporting, electronic delivery of proxy materials, electronic shareholder forums, short sale disclosure, and proxy voting and shareholder communications. He received a number of awards from the Commission for his service, including the Law and Policy Award for his work with the SEC's Office of Legislative Affairs on regulatory

reform matters; the Regulatory Simplification Award for his work on the amendments to the tender offer best-price rule; the Supervisory Excellence Award, for his leadership of the Office of Mergers & Acquisitions; and the Equal Employment Opportunity Award for his participation with the development and presentation of an advanced securities law class at Howard University School of Law.

Before joining the SEC, Mr. Breheny worked for seven years as an Associate at Clifford Chance US LLP in its New York and London offices. He began his career as a Certified Public Accountant with KPMG LLP. Mr. Breheny was an adjunct securities law faculty member at the Georgetown University Law Center for a number of years. He continues to lecture at Georgetown, Howard University School of Law and Florida International School of Law.

Mr. Breheny is a member of the St. John's University Board of Governors, a founding member of Law Preview LLC, a law school education company, and LawBooksForLess.com, LLC and a member of the advisory board, and former chair of the board of directors, of Fair Chance, a Washington, DC based capacity building not-for-profit corporation.

Mr. Breheny received his JD, *cum laude*, from St. John's University School of Law and his BS from St. John's University's Peter J. Tobin School of Business Administration.

BRIAN G. CARTWRIGHT is senior advisor in both the Los Angeles and Washington D.C. offices of Latham & Watkins. He works with lawyers globally in the firm's securities, capital markets, corporate governance and financial regulatory and compliance practices. Mr. Cartwright is also a Fellow of the Arthur and Toni Rembe Rock Center for Corporate Governance at Stanford University.

Mr. Cartwright served as General Counsel of the US Securities and Exchange Commission (SEC) for three years, following a 23-year career as a partner at Latham & Watkins. As SEC General Counsel, he was responsible for counseling the Commission on the matters reaching it, including every enforcement action and every rulemaking acted on by the Commission. Mr. Cartwright also oversaw the cases litigated by the SEC in the United States Courts of Appeals and advised on all adjudications appealed to the Commission. During his three years at the SEC, Mr. Cartwright also served as a senior advisor to the Chairman and other Commissioners and helped shape the Commission's major policy and regulatory initiatives.

Mr. Cartwright's prior track record in the private sector includes advising on a wide range of public and private debt and equity offerings, representing issuers and borrowers, purchasers and lenders and major underwriters. He has also served as outside corporate and securities counsel to NYSE- and NASDAQ-listed companies.

Mr. Cartwright began his legal career in 1980 after earning a JD from Harvard Law School, where he was President of the *Harvard Law Review* and winner of the Sears Prize. He served as a law clerk to Judge Malcolm R. Wilkey of the United States Court of Appeals for the District of Columbia Circuit, and then as a law clerk to Associate Justice Sandra Day O'Connor of the United States Supreme Court. He joined Latham & Watkins as an associate in October 1982 and became a partner in January 1988.

Mr. Cartwright's previous career was as an astrophysicist. Following his graduation from Yale University in 1967, he earned a PhD in Physics from the University of Chicago in 1971. From 1973 to 1977 he was a Research Physicist at the Department of Physics and Space Sciences Laboratory of the University of California, Berkeley. During this time he published numerous articles in scholarly journals in his field of high energy particle astrophysics.

JAMES H. CHEEK, III is a senior member of Bass, Berry & Sims PLC in Nashville, Tennessee where he practices corporate and securities law. Mr. Cheek represents a number of public and private companies as well as investment banking firms in a wide variety of capital raising and merger and acquisition activities. He also acts as counsel for boards of directors and board committees on matters relating to corporate governance and corporate legal compliance.

Mr. Cheek is a member of the Tennessee Bar Association where he has been elected a fellow of the Tennessee Bar Foundation and has served on its Board of Directors.

Mr. Cheek served as Chair of the ABA Section of Business Law during 1998-1999 and served as chair of the National Task Force on Corporate Responsibility from 2002-2003. He is a member of the Legal Advisory Committee of the New York Stock Exchange, having served as its Chair from 1989 to 1992. He also served as Chair of the Legal Advisory Board to the National Association of Securities Dealers from 1995 to 1997. He chaired the Federal Regulation of Securities Committee of the American Bar Association from 1986 to 1991. He also has served for a number of years as a member of the ABA Corporate Laws Committee which reviews and revises the Model Business Corporation Act.

Mr. Cheek is an adjunct professor of law at Vanderbilt University School of Law where he teaches courses in securities and corporate law. Mr. Cheek has been on the law faculty at Jesus College, Cambridge University, Cambridge, England, where he taught a course on advanced company law and securities regulation. He has lectured widely at numerous symposiums and institutes.

Mr. Cheek graduated from Duke University and Vanderbilt Law School and received an LLM degree from Harvard University.

RICHARD E. CLIMAN is a partner in the mergers & acquisitions group at Dewey & LeBoeuf LLP, where he is also a member of the firm's global Executive Committee.

Mr. Climan regularly negotiates and advises clients in a wide range of industries on a broad variety of acquisition transactions and related matters, including mergers, divestitures, auction transactions, tender offers, defensive strategies, going-private transactions, leveraged buy-outs and cross-border transactions.

Mr. Climan is an active member of the Committee on M&A, an international committee of the ABA's Section of Business Law with more than 3,000 members. He was the Chair of that Committee from 2002 to 2006, and currently serves on the Committee's Executive Council. He also currently serves as the Co-Chair of the task force responsible for preparing and publishing the *Dealmakers' Dictionary* of M&A terminology. In addition, he has been appointed to serve on the Committee on Corporate Laws.

Mr. Climan is a frequent author and lecturer on M&A-related topics. He moderates and participates in M&A-related presentations at Harvard, Stanford and Columbia Law Schools and, as a member of the adjunct faculty at UCLA School of Law, he co-teaches a course titled *Real World M&A*.

Mr. Climan received his J.D. from Harvard Law School and his A.B. from Harvard College. He is a member of the Fellows of the American Bar Foundation.

H. RODGIN COHEN is a partner at Sullivan & Cromwell LLP in New York City. He was chairman of the Firm from July 1, 2000 through December 31, 2009 and has served as its senior chairman since January 1, 2010.

The primary focus of Mr. Cohen's practice is acquisition, corporate governance, regulatory and securities law matters for major U.S. and non-U.S. banking and other financial institutions and their trade associations.

He has also recently worked on major capital-raising activities by a number of major financial institutions. In the acquisitions area, Mr. Cohen has been engaged in most of the major bank acquisitions in the United States. In addition, he has been involved in various cross-border and non-U.S. transactions.

Mr. Cohen provides corporate governance advice to a large number of financial and non-financial institutions, both regular clients and as special assignments.

Mr. Cohen has worked on a wide variety of bank regulatory matters with the four banking regulatory agencies, as well as other governmental agencies, on behalf of many of the largest U.S. and non-U.S. financial institutions, and trade associations.

During the past several years, Mr. Cohen has devoted substantial time to regulatory, law enforcement and internal investigations of financial institutions.

Mr. Cohen currently serves on the task force supported by The Pew Financial Reform Project in issuing recommendations to Congress for broader financial reform. He also is or has been a member of the IIF Special Committee for a Strategic Dialogue for Effective Regulation; the Treasury Advisory Committee on the Auditing Profession; The New York State Commission to Modernize the Regulation of Financial Services; and The Financial Services Roundtable's Blue Ribbon Commission on Enhancing Competitiveness.

He is a frequent speaker on banking law matters and the author of numerous articles on issues in commercial banking.

He is a graduate of Harvard University and Harvard law School.

THOMAS A. COLE is a partner in the Chicago office of Sidley Austin LLP. He became a partner in Sidley Austin in 1981, a member of the firm's Executive Committee in 1987 and a member of its Management Committee in 1988. In 1998, he became Chairman of the firm's Executive Committee. At the time of the completion of the merger between Sidley & Austin and Brown & Wood in 2001, he became Chairman of the combined firm's Executive Committee. While a partner in the firm, Mr. Cole was also vice president-law of Northwest Industries, Inc. from 1982 through 1985.

Mr. Cole maintains a substantial practice along with his firm management responsibilities. In addition to his public company M&A practice, he frequently takes on corporate governance assignments that include advising the Boards (and Board Committees) of public companies.

For five years ending in 1998, Mr. Cole taught the seminar on corporate governance at The University of Chicago Law School and he is a frequent lecturer and panelist on a variety of corporate law subjects.

Mr. Cole is a member of the Board of Trustees of The University of Chicago and is Chairman-Elect of the Board of Trustees of Northwestern Memorial Hospital. Mr. Cole received an AB from Johns Hopkins University in 1970 and a JD from the University of Chicago in 1975.

ROBERT W. COOK was named Director of the Division of Trading and Markets, Securities and Exchange Commission in November 2009.

Mr. Cook joined the SEC from the law firm of Cleary Gottlieb Steen & Hamilton LLP, where he has been a partner in the firm's Washington D.C. office since 2001. At Cleary Gottlieb, which he joined in 1992, Mr. Cook established himself as one of the nation's leading practitioners on broker-dealer and market regulation.

The SEC's Division of Trading and Markets establishes and maintains standards for fair, orderly, and efficient markets. The Division regulates the major securities market participants, including broker-dealers, credit rating agencies, transfer agents, and self-regulatory organizations such as stock exchanges, the Financial Industry Regulatory Authority (FINRA) and clearing agencies.

While in private practice, Mr. Cook advised clients on a wide range of matters arising under the federal securities laws, SEC regulations, and self-regulatory organization rules. His extensive experience includes working on OTC derivatives transactions, new financial products and structures, and securities trading and compliance matters. His clients have included U.S. and foreign broker-dealers, banks, exchanges, electronic trading platforms, issuers, investment funds, investment advisers, and institutional investors. He also represented various financial industry trade associations and ad hoc coalitions on regulatory initiatives affecting the securities industry generally and on developing standardized documentation and procedures for common industry transactions. Mr. Cook also has been actively involved in financial market issues involving not only the Commission, but other federal regulatory agencies as well.

Mr. Cook graduated magna cum laude with an A.B. in Social Studies in 1988 from Harvard College. He received his Master of Science with distinction in Industrial Relations and Personnel Management from the London School of Economics in 1989. Mr. Cook received his J.D. cum laude from Harvard Law School in 1992.

JAMES D. COX is Brainerd Currie Professor of Law at the Duke. He joined the faculty of the School of Law at Duke in 1979 where he specializes in the areas of corporate and securities law. Prior to moving to Durham, Jim taught at the law schools of Boston University, the University of San Francisco, the University of California, Hastings College of the Law and Stanford. During the 1988-89 academic year Jim was a Senior Research Fulbright Fellow at the University of Sydney. Professor Cox earned his B.S. from Arizona State University and law degrees at University of California, Hastings College of the Law (J.D.) And Harvard Law School (LL.M.). In 2001 he received an Honorary Doctorate of Mercature from the University of South Denmark.

In addition to his texts *Financial Information, Accounting and the Law, Corporations* (with Hazen & O'neal) and *Securities Regulations Cases and Materials* (with Hillman & Langevoort), Professor Cox has published extensively in the areas of market regulation and corporate governance as well as having testified before the U.S. House and Senate on insider trading, class actions, and market reform issues. The Corporation treatise won the Association of American Publishers National Book Award for Best New Professional/Scholarly Legal Book for 1995. He served as a member of the corporate law drafting committees in California (1977-80) and North Carolina (1984-1993) and currently is a member of the ABA Committee on Corporate Laws. He served as a consultant to the

Kingdom of Saudi Arabia. Recently Professor Cox has conducted training programs for securities regulators in Bosnia, Costa Rica, China, Thailand and Vietnam.

Professor Cox memberships (past/present) include the American Law Institute, the PCAOB Standing Advisory Group, the NYSE Legal Advisory Committee, the NASD Legal Advisory Board, and Fulbright Law Discipline Review Committee.

MEREDITH B. CROSS is the Director of the Division of Corporation Finance at the U.S. Securities and Exchange Commission. Prior to joining the staff in June 2009, Ms. Cross was a partner with Wilmer Cutler Pickering Hale and Door LLP in Washington DC where she advised clients on corporate and securities matters and was involved with the full range of issues faced by public and private companies in capital raising and financial reporting.

Ms. Cross also worked in the Division of Corporation Finance prior to joining WilmerHale in 1998. She began her previous tenure at the SEC in September 1990 as an Attorney Fellow in the Office of Chief Counsel, and served in a variety of capacities within the Division, including Chief Counsel and Deputy Director. Before her previous tenure at the SEC, Ms. Cross worked in private practice in Atlanta.

Ms. Cross is a graduate of Duke University (BA 1979) and Vanderbilt University (JD 1982). Following graduation from law school, she clerked a year for Judge Albert J. Henderson of the U.S. Court of Appeals for the Eleventh Circuit.

Ms. Cross is the vice-chair of the Securities Regulation Institute.

PAULA DUBBERLY was been named to a new Deputy Director position in the Division of Corporation Finance of The Securities and Exchange Commission in July 2010.

In her role as Deputy Director for Policy and Capital Markets, Ms. Dubberly oversees two new offices created in the Division. One of the new offices focuses exclusively on asset-backed securities and other structured finance products. The other reviews new securities products and capital markets trends, and develops recommendations for changes to enhance investor protection in securities offerings. Ms. Dubberly also continues to lead the Division's rulemaking efforts through her oversight of the Division's rulemaking office.

Ms. Dubberly joined the Division of Corporation Finance as an attorney in 1992. She has served in many roles in the Division including Assistant Director for disclosure operations, Chief Counsel, and Associate Director (Legal) overseeing the Division's rulemaking efforts and its Office of Enforcement Liaison.

Ms. Dubberly received her JD from the American University Washington College of Law in 1989 and received her BA in political science from George Washington University in 1983.

MARTIN P. DUNN is a partner in O'Melveny & Myers LLP's Washington, D.C. office and a member of the Corporate Finance Practice. Prior to joining O'Melveny, he spent 20 years in various positions at the US Securities and Exchange Commission (SEC), most recently as Deputy Director, and former Acting Director, of the Division of Corporation Finance. As Deputy Director, he supervised that Division's Offices of Chief Counsel, Chief Accountant, Mergers and Acquisitions, International Corporate Finance, Rulemaking, Small Business, and Enforcement Liaison.

In addition to his numerous speaking engagements, Mr. Dunn was adjunct professor at Georgetown University Law Center, teaching "Current Issues in Securities Regulation" from 1998 to 2003.

Mr. Dunn received his JD from The American University and a BBA in finance from the University of Notre Dame.

ALAN L. DYE is a partner with Hogan Lovells where his practice is focused on advising public companies and their boards of directors regarding compliance with the federal securities laws, particularly SEC reporting requirements, executive compensation disclosures, and insider trading restrictions. He also counsels public companies on corporate governance practices and compliance with the listing standards of the national stock exchanges.

Before joining Hogan Lovells, Mr. Dye served as a law clerk for Judge Ellsworth A. Van Graafeiland of the U. S. Court of Appeals for the Second Circuit. Following his clerkship, Alan joined the staff of the Securities and Exchange Commission, where he served for two years in the Division of Corporation Finance and then for two years as Special Counsel to the Chairman.

Mr. Dye is an active member of the American Bar Association and served as Chairman of the Securities, Commodities and Exchange Committee of its Administrative Law and Regulatory Practice Section. He also is a member of the Securities Law Committee and the Listing Standards Committee of the Society of Corporate Secretaries and Governance Professionals. He has written extensively on various issues under the federal securities laws, including his co-authorship (with Hogan Lovells partner Peter J. Romeo) of the Section 16 Treatise and Reporting Guide (Executive Press, Inc. 2008), the Section 16 Deskbook (Executive Press, Inc. 2010), the Section 16 Forms and Filings Handbook (Executive Press, Inc. 2009), and The SEC's New Insider Trading Rules, 34 Rev. Sec. & Comm. Reg. 1 (January 10, 2001). Alan also moderates a discussion forum on Section16.net, a website devoted to developments under and compliance with Section 16 of the Securities Exchange Act of 1934, and is a

regular contributor to The Corporate Counsel, a bi-monthly newsletter published by Executive Press, Inc.

Mr. Dye is a graduate of Emory University (B.A.) and the University of Georgia (J.D.).

MICHAEL J. GALLAGHER, PwC U.S. Assurance National Office Leader is currently responsible for the overall US National Office service delivery to PwC's practice and clients including: Accounting Services; SEC Services; Risk Management; Audit Quality; Strategic Thought Leadership; and Auditing Services. He is also responsible for managing the Firm's relationships with regulators (PCAOB and SEC), accounting standard setters (FASB) and certain professional organizations (AICPA, CAQ).

Mr. Gallagher has 25 years of experience with client assignments involving numerous multinational SEC registrants. His previous National Office roles and leadership positions included serving as PwC's US Chief Accountant, U.S. Risk Management Leader and National Office Accounting Consulting Partner. He has also served as Global Engagement Partner on a number of multinational SEC registrants focused primarily in the chemical/industrial products sector.

Mr. Gallagher is a member of the PCAOB's Standing Advisory Group and Chairman of the Center for Audit Quality's Professional Practice Executive Committee. He is a frequent instructor and speaker at internal and external courses and seminars and a member of the AICPA and Pennsylvania Institute of CPAs. He is also a member of PwC's US Board of Partners and Principals.

DANIEL L. GOELZER was appointed by the Securities and Exchange Commission as a founding member of the Public Company Accounting Oversight Board in October 2002. In 2007, the SEC unanimously reappointed him to serve an additional term of five years. He was named Acting Chairman of the PCAOB, effective August 1, 2009.

From 1983 to 1990, Mr. Goelzer served as General Counsel of the SEC. Before becoming General Counsel, he was Executive Assistant to the SEC Chairman, and Special Counsel in the Office of the General Counsel.

Prior to joining the Commission in 1974, Mr. Goelzer was law clerk to Judge Thomas E. Fairchild of the U.S. Court of Appeals for the Seventh Circuit. Earlier in his career, he worked as an auditor in the Milwaukee office of Deloitte & Touche.

From 1990 until joining the Board, Mr. Goelzer was a partner in the Washington, D.C. office of the law firm of Baker & McKenzie. He practiced securities and corporate law, specializing in matters involving the SEC.

Mr. Goelzer, a native of Milwaukee, received a B.B.A. (Accounting) from the University of Wisconsin, a J.D. from the University of Wisconsin School of Law, and an L.L.M. from the National Law Center, George Washington University.

J. ALBERTO GONZALEZ-PITA is the executive vice-president, general counsel & corporate secretary of HCP, Inc., an S&P 500 company (NYSE:HCP). HCP invests primarily in healthcare related real estate and is the largest medical real estate investment trust (REIT) in the U.S. with over \$13 billion in assets under management in a portfolio of 675 properties located in 42 states. The Company is headquartered in Long Beach, California.

Mr. Gonzalez-Pita previously served as the senior vice president, general counsel & corporate secretary of Las Vegas Sands Corp., executive vice president & general counsel of Tyson Foods, Inc., and vice president & general counsel of BellSouth International. While in private practice, he was an executive partner at White & Case LLP, and a partner in other national and local firms in their Miami, Florida offices.

Mr. Gonzalez-Pita is presently chair of the Board of Directors of the Association of Corporate Counsel, an organization of in-house lawyers with more than 25,000 members in 75 countries. He has also served as co-chair of the International Bar Association's Corporate Counsel Committee, co-chair of The Conference Board's Council of Senior International Attorneys, a Trustee of St. Thomas University in Florida and on the Boards of and active in a number of community and civic organizations. He is a member of the Florida Bar Association, Association of Corporate Counsel, American Bar Association and the International Bar Association. He has authored numerous articles and is a frequent lecturer at Bar Association conferences and professional seminars.

Mr. Gonzalez-Pita was born in Havana, Cuba. He received his Bachelor's Degree from the University of Miami in 1974 and his J.D. Degree from Boston University School of Law in 1977.

STUART M. GRANT is co-founder and managing director of Grant & Eisenhofer. Mr. Grant is nationally recognized for his representation of institutional investors in securities, regulatory and corporate governance litigation.

Mr. Grant has extensive knowledge in the areas of Delaware corporate law, fiduciary responsibility, securities and investments, private equity and fixed income, appraisal remedies, valuation, proxy contests and other matters related to protecting and promoting the rights of institutional investors.

Prior to forming Grant & Eisenhofer, Mr. Grant was a partner at Blank, Rome, Comisky & McCauley (1994-97) and an associate at Skadden, Arps, Slate, Meagher & Flom (1987-94).

Mr. Grant is a frequent speaker and has authored a number of articles and published writings. Mr. Grant serves as a member of the Advisory Board of the Weinberg Center for Corporate Governance at the University of Delaware. Mr. Grant joined the Widener University School of Law faculty as an Adjunct Professor of Law in 1994, where he leads a securities litigation seminar for third-year law students. He is a Certified Teacher for the National Institute of Trial Advocacy (NITA).

Mr. Grant graduated in 1982 cum laude from Brandeis University with a B.A. in Economics and received his J.D. from New York University School of Law in 1986. He served as Law Clerk to the Honorable Naomi Reice Buchwald in the United States District Court for the Southern District of New York.

EDWARD F. GREENE is a partner in the New York office of Cleary Gottlieb Steen & Hamilton LLP where his practice focuses on securities, corporate governance, regulatory and financial services reform and other corporate law matters.

Mr. Greene served as General Counsel of the Securities and Exchange Commission from 1981 to 1982 and Director of the Division of Corporation Finance from 1979 to 1981. From 2004 to 2008, Mr. Greene served as General Counsel of Citigroup's Institutional Clients Group. He oversaw all legal aspects related to the group's activities with issuers and investors worldwide, including investment banking, corporate lending, derivatives, sales and trading, and transaction services. He served as Chairman of the Institutional Clients Group Business Practices Committee in connection with his responsibility for regulatory and transactional matters.

Mr. Greene is the author of a number of leading books and law review articles, including U.S. Regulation of the International Securities and Derivatives Markets and The Sarbanes-Oxley Act: Analysis and Practice, both of which were co-authored with several partners at Cleary Gottlieb and are widely used as essential sources of practical advice. Mr. Greene has been recognized as one of the best capital markets lawyers by Chambers Global.

Mr. Greene originally joined the firm in 1982 and returned in 2009. During his more than 20 year tenure at Cleary Gottlieb, Mr. Greene was a resident in the firm's Washington, Tokyo and London offices, and was the first licensed foreign lawyer to be admitted to practice law in Japan in 1987.

Mr. Greene received an LL.B. degree from Harvard Law School in 1966 and an undergraduate degree from Amherst College in 1963. Mr. Greene is currently teaching a seminar at Columbia Law School and has been a Lecturer at the Harvard Law School, and an Adjunct Professor of Law at the University of Pennsylvania and Georgetown University Law Center. He was appointed to the Nomura Chair of International Securities Regulation (a part-time position) by the

law faculty of the University of Tokyo for the 1989-1990 academic year, was Chairman of the Legal Advisory Board of the New York Stock Exchange from 1995 until 2001, continuing as a member ex officio, and was a member of the SEC's Advisory Committee on Capital Formation and Regulatory Processes. Mr. Greene is on the Board of Advisors of the Capital Markets Law Journal, published by Oxford University Press, a Trustee of Practising Law Institute (PLI) and is Chairman of the Board of Lawyers Alliance for New York (LANY provides pro bono legal services in conjunction with participating law firms to nonprofit entities in New York city).

HOLLY J. GREGORY is a partner in the international law firm of Weil Gotshal & Manges LLP in New York where she counsels companies and boards of directors on the full range of governance issues, including fiduciary duties, risk oversight, conflicts of interest, board and committee structure, board leadership structure, audit committee investigations, board audits and self-evaluation processes, shareholder initiatives, proxy contests, relationships with shareholders and proxy advisory firms, compliance with legislative, regulatory and listing rule requirements, and governance "best practice."

Ms. Gregory has worked on various governance-related public policy projects: she played a key role in drafting the OECD Principles of Corporate Governance and has advised the Internal Market Directorate of the European Commission on corporate governance regulation. She has also advised the World Bank and the joint OECD/World Bank Global Corporate Governance Forum on governance policy for developing and emerging markets.

In addition to her legal practice and policy efforts, Ms. Gregory has helped organize governance-related programs for the SEC, OECD, World Bank, Yale's Millstein Center for Corporate Governance and Performance, Transparency International and Columbia University School of Law's Institutional Investor Project. She has lectured extensively and has authored a number of articles on governance-related topics.

Ms. Gregory is a founding co-chair of the American Bar Association (ABA) Business Law Section's Subcommittee on International Corporate Governance Developments and serves by invitation on the ABA Corporate Laws Committee. She chaired an ABA Task Force on the Delineation of Governance Roles & Responsibilities which delivered its report to Congress and the SEC in August of 2009.

A summa cum laude graduate of, and former executive editor of the Law Review at, New York Law School, Ms. Gregory served as a law clerk to the Honorable Roger J. Miner, United States Court of Appeals for the Second Circuit, before joining Weil Gotshal.

LINDA L. GRIGGS is a partner in the business and finance practice in the Washington, DC, office of Morgan Lewis & Bockius. Her practice focuses on securities regulatory matters, including financial reporting and accounting and other disclosure requirements under the securities laws and public and private securities offerings. Ms. Griggs also handles corporate law matters, including advising with respect to the fiduciary duties of directors and corporate governance matters.

Before joining the firm, Ms. Griggs served as chief counsel to the chief accountant of the SEC for five years. Prior to that, she worked in the Division of Corporation Finance at the SEC as a special counsel, as an attorney in the Division's rule-writing office, and as a reviewer of registration statements, proxy statements and reports filed by companies covered by federal securities laws.

Ms. Griggs is a 1971 graduate of Smith College and received her law degree in 1974 from the University of Cincinnati Law School.

DAVID B. HARMS is co-head of the Sullivan & Cromwell's General Practice Group and has responsibility for over 350 lawyers in 12 offices around the world.

Mr. Harms advises clients on a wide variety of securities and corporate law matters, particularly with regard to capital markets transactions, SEC requirements, corporate governance and broker-dealer regulation. He regularly represents underwriters (U.S. and non-U.S.) and issuers in SEC-registered and exempt offerings, including private capital raising, and provides advice on corporate disclosure and governance, securities trading and research practices and equity derivatives. He also represents broker-dealers with regard to SEC, NASD and NYSE investigations and advises them on registration and compliance matters.

He also serves as co-coordinator of S&C's securities finance practice and as coordinator of the Firm's broker-dealer regulation practice.

Before joining the Firm, Mr. Harms clerked for Judge Edward Weinfeld in the Southern District of New York. He graduated from State University of New York at Purchase, B.A. and New York University School of Law, J.D.

WILLIAM D. HILDEBRAND, National Professional Standards Senior Manager with Grant Thornton LLP, is currently serving a two-year term as a Practice Fellow at the Financial Accounting Standards Board (FASB). In this role he assists the FASB board members and staff on several issues including disclosures of certain loss contingencies and enhancing disclosure about an employer's participation in a multiemployer plan.

Upon completion of his term as a Practice Fellow, he will return to Grant Thornton, the firm that he has served for over 14 years.

Most recently at Grant Thornton, Mr. Hildebrand was focused on risk and practice management serving the firm's offices and clients in the Northeast region. His responsibilities included providing technical guidance on current accounting, auditing, PCAOB, financial reporting and SEC developments. His client and advisory experience includes significant SEC and private company issues, primarily with commercial and not-for-profit clients.

He received a Bachelor of Science in Accountancy, Bentley University (Magna Cum Laude).

WILLIAM H. HINMAN joined Simpson Thacher & Bartlett LLP in 2000 as a Partner where he is a member of the Firm's Corporate Department. Areas of concentration include corporate finance, advising both issuers and underwriters in capital-raising transactions, and corporate acquisitions, advising public companies and their boards, including special committees.

Prior to joining Simpson Thacher, Mr. Hinman was the Managing Partner of Shearman & Sterling's San Francisco and Menlo Park offices. Mr. Hinman has been involved with offerings and acquisitions of high technology, e-commerce, healthcare, and biopharmaceutical companies as well as a variety of offerings and general corporate work for a wide range of issuers and underwriters. In addition, he has significant experience regarding public offerings, derivatives, novel securities, and private placements. He also has represented boards of directors and their audit committees on a number of governance matters.

Mr. Hinman received his B.A. from Michigan State University with honors in 1977 and his J.D. from Cornell University Law School in 1980 where he was a member of the Editorial Board of the Cornell Law Review.

JOHN J. HUBER has been a partner with Latham & Watkins in Washington DC since 1986, where he has specialized in public offerings, private placements as well as tender offers and mergers. He represents clients in accounting issues, restatements and internal control over financial reporting matters and in proceedings with the SEC's Division of Enforcement.

Mr. Huber is the former director and deputy director of the SEC's Division of Corporation Finance. During his 11 years at the SEC, he was in charge of the Division's rule-making program for the integrated disclosure system, shelf registration, going private and the first permanent rules governing tender offers. He was also responsible for the review process of public offerings and periodic reports filed by public companies.

He is a member of NASD's Corporate Finance Committee and Editor-in-Chief of *The Practitioner's Guide to the Sarbanes-Oxley Act*, published by the American Bar Association. Mr. Huber is a former chairman of the ABA's Subcommittee on Securities Registration and Task Force on regulation Financial Disclosure.

In 1978 Mr. Huber received an LLM in taxation from Georgetown University. He obtained a JD cum laude in 1974 and a BA with honors in 1968 from the University of Wisconsin.

MARK R. HUTCHINS is a member of the Internal Audit, Risk & Compliance Services practice (IARCS) at KPMG LLP in Los Angeles. He specializes in outsourcing and co-sourcing, comprehensive business risk assessment, strategic performance review of the internal audit function, and corporate governance assessment services.

Mr. Hutchins is the Los Angeles office managing partner and, until recently, the Pacific Southwest partner in charge of Advisory with more than 27 years of experience providing risk management and advisory services to the financial services industry. He was an audit partner and subsequently started KPMG's Risk Advisory Services practice in the Western region, which he currently serves on the leadership team. He was the national lead partner for Enterprise Risk Management (ERM) services for the Banking and Finance practice and led Sarbanes-Oxley Section 404 efforts for major companies.

Mr. Hutchins received his bachelor's degree in business and economics, University College of Cardiff, Wales.

THOMAS P. JOYCE, Debt Capital Markets Strategist, Deutsche Bank Securities Inc

STANLEY KELLER is a partner with Edwards Angell Palmer & Dodge LLP, with extensive experience in business and securities law, and has worked on regulatory developments with officials at all levels in the SEC.

He chaired the American Bar Association's Committee on Federal Regulation of Securities during the height of the Sarbanes-Oxley era, and in that capacity had responsibility for interacting on behalf of the private bar with the SEC, other governmental officials and the stock exchanges. He was actively involved with the ABA's Task Force dealing with the SEC's attorney conduct rules and with the ABA Task Force on Corporate Responsibility. He currently is a member of the ABA Task Force on Attorney-Client Privilege, chair of the ABA's Audit Response Committee and a member of the ABA's Corporate Laws Committee. He also is a member of the TriBar Opinion Committee and was the reporter for its recent Remedies Opinion Report and its current report on Preferred Stock Opinions. Mr. Keller is co-chair of the Boston Bar Association's Task Force on Revision of the Massachusetts Business Corporation Law which drafted the new Massachusetts corporation statute, and chaired the BBA's Business Law Section, Corporation Law Committee, and Legal Opinions Committee. Mr. Keller lectures widely for continuing legal education organizations, and has written and edited many articles and treatises on corporate and securities law matters.

Mr. Keller received his undergraduate degree from Columbia University and his law degree from Harvard Law School.

RICHARD G. KETCHUM is Chairman and CEO of FINRA.

Prior to becoming CEO of FINRA, Mr. Ketchum was CEO of NYSE Regulation from 2006 to March 2009. He served as the first chief regulatory officer of the New York Stock Exchange, a position he began in 2004. From June 2003 to March 2004, Mr. Ketchum was General Counsel of the Corporate and Investment Bank of Citigroup Inc., and a member of the unit's planning group, Business Practices Committee and Risk Management Committee.

Previously, he spent 12 years at NASD and The Nasdaq Stock Market, Inc., where he served as president of both organizations.

Prior to working at NASD and NASDAQ, Mr. Ketchum was at the Securities and Exchange Commission (SEC) for 14 years, with eight of those years as director of the division of Market Regulation.

In October 2010, Mr. Ketchum was appointed by President Obama to serve on the President's Advisory Council on Financial Capability—a group established to promote and enhance financial literacy and capability among Americans. He also serves on the Joint Advisory Committee on Emerging Regulatory Issues, a committee created by the SEC and CFTC to review emerging regulatory issues, starting with the market events coming out of the May 2010 so-called "flash-crash."

He serves on the Board of Directors of Appleaseed, a non-profit network of 16 public interest justice centers in the United States and Mexico dedicated to advancing the rule of law, promoting effective government and creating opportunities for individuals' economic advancement.

Mr. Ketchum earned his J.D. from the New York University School of Law in 1975 and his B.A. from Tufts University in 1972. He is a member of the bar in both New York and the District of Columbia.

SUNG HUI KIM is currently Acting Professor of Law at the UCLA School of Law. She received her appointment after teaching many years at the Southwestern Law School. She has taught Securities Regulation, Business Associations, Professional Responsibility, and Contracts. Prior to teaching, she worked in private practice for many years as a corporate and securities lawyer in Washington, D.C. and Los Angeles. In 1999, she became general counsel to Red Bull North America, Inc., the seventh largest beverage company in the U.S., and assisted the company in its roll-out of the Red Bull Energy Drink and the Carpe Diem line of beverages. She supervised the company's legal matters in the areas

of marketing and advertising, FDA, distribution, operations, licensing, antitrust, intellectual property, immigration, and employment.

Professor Kim received her B.A., summa cum laude, and M.A. from Emory University in 1988 and her J.D., cum laude, from Harvard Law School in 1992. She also served as a Henry Luce Foundation Scholar (1988-89) and a Robert Bosch Foundation Fellow (1992-93).

In her current legal scholarship, Professor Kim focuses on ethical issues facing transactional lawyers working in-house and in law firms. She explores whether and how these lawyers can be effectively leveraged not only to improve the efficiency of the capital markets but also to improve the state of corporate governance. Her scholarship has appeared in the *Fordham Law Review*, the *Georgetown Journal of Legal Ethics*, *SMU Law Review*, with forthcoming pieces in the *Florida Law Review*, the *North Carolina Law Review* and the University of Chicago Press.

THOMAS J. KIM was named Chief Counsel and an Associate Director of The Securities and Exchange Commission's Division of Corporation Finance in 2007.

Mr. Kim served as Counsel to SEC Chairman Christopher Cox since 2006, having joined the staff of the Commission as Counselor to the General Counsel. He was formerly Corporate & Securities Counsel at the General Electric Company in Fairfield, CT and previously practiced in the Washington, D.C., office of Latham & Watkins LLP.

From 1995 to 1996, Mr. Kim served as a law clerk to the Hon. Louis F. Oberdorfer, U.S. District Court for the District of Columbia.

Mr. Kim earned his J.D., magna cum laude, in 1995 from Harvard Law School, where he was an editor of the *Harvard Law Review*. He graduated summa cum laude from Yale College with a B.A. in English in 1991.

CATHERINE R. KINNEY is the retired president and co-chief operating officer of NYSE Euronext. She stepped down from the position in March 2009. In the role, she was responsible for overseeing the global listings business and US market data.

Prior to that position, she was group executive vice president of the New York Stock Exchange since June 1995. Prior to that, since 1986, Mrs. Kinney was responsible for managing trading-floor operations and technology. Mrs. Kinney joined the NYSE in 1974 and rose through the ranks, holding management positions in several divisions, including Technology Planning, Sales and Marketing, Operations and Regulation.

Ms. Kinney currently serves on the Board of Directors of MSCI Inc., Metlife Inc. and NetSuite Inc.

Mrs. Kinney graduated Magna Cum Laude from Iona College and completed the Advanced Management Program, Harvard Graduate School of Business.

ROBERT KHUZAMI was appointed Director of the Division of Enforcement of the Securities and Exchange Commission on March 30, 2009. As Director, he oversees the approximately 1100 enforcement staff throughout the SEC's 12 offices and is responsible for the overall operation and direction of the enforcement program.

From 2002 through 2009, Mr. Khuzami served as General Counsel for the Americas for Deutsche Bank AG, and before that as the Bank's Global Head of Litigation and Regulatory Investigations.

From 1990 through 2002, he was a federal prosecutor with the United States Attorney's Office for the Southern District of New York. In that role, he held the position of Chief of the Securities and Commodities Fraud Task Force for approximately three years. Prior to that, he served in that Office's Counterterrorism Unit, where he was a member of the prosecution team in United States v. Rahman, et al. The trial led to the conviction of "Blind Sheik," Omar Ahmed Ali Abdel Rahman, and nine co-defendants for operating an international terrorist organization responsible for, among other things, the 1993 bombing of the World Trade Center and for planning the virtually simultaneous bombing attacks on the FBI's New York Headquarters, the Lincoln and Holland Tunnels and the United Nations Headquarters.

Mr. Khuzami served as a law clerk for the Honorable John R. Gibson of the United States Court of Appeals for the Eighth Circuit. He received his J.D. from the Boston University School of Law and received his B.A. from the University of Rochester.

JAMES L. KROEKER was appointed as the Chief Accountant in the SEC's Office of Chief Accountant in August 2009. In this capacity, Mr. Kroeker will oversee accounting interpretations, professional practice issues, and international accounting matters.

Mr. Kroeker had served as Acting Chief Accountant since January 2009 and guided the day-to-day operations of the SEC's Office of the Chief Accountant during the recent economic crisis. He served as staff director of the SEC's Congressionally-mandated study of fair value accounting standards, and has led the efforts of the Office of the Chief Accountant to address the current economic turmoil, including steps to improve off-balance sheet accounting standards.

Mr. Kroeker joined the SEC as Deputy Chief Accountant in February 2007 from Deloitte and Touche LLP, where he had been a partner in the firm's National Office Accounting Services Group. At Deloitte, he was responsible for providing consultation and support regarding the implementation, application, communication and development of accounting standards, including disclosure and reporting matters.

Mr. Kroeker also served as a Practice Fellow at the Financial Accounting Standards Board, where he assisted in the development of accounting guidance related to evolving accounting issues.

Prior to joining Deloitte's national office, Mr. Kroeker was responsible for the audits of financial statements of several large national and multinational public companies and consulted with clients on technical accounting issues, coordinated the firm's work related to clients' mergers and acquisitions, and conducted special projects for the firm.

Mr. Kroeker received a Bachelor of Science degree with an emphasis in accounting from the University of Nebraska.

DONALD C. LANGEVOORT is the Thomas Aquinas Reynolds Professor of Law; Co-Director, Joint Degree in Law and Business Administration at Georgetown University Law Center in Washington, DC.

Prior to joining the Law Center faculty in 1999, Professor Langevoort was the Lee S. and Charles A. Speir Professor at Vanderbilt University School of Law, where he joined the faculty in 1981. The courses Professor Langevoort teaches are Contracts, Securities Regulation, various seminars on corporate and securities issues, and Corporations. Professor Langevoort has received the Paul J. Hartman Award for Excellence in Teaching at Vanderbilt. He has been a visiting professor at Harvard Law School and the University of Michigan Law School and a lecturer at the Washington College of Law, American University.

After practicing for two years at Wilmer, Cutler & Pickering in Washington, D.C., he joined the staff of the U.S. Securities & Exchange Commission as Special Counsel in the Office of the General Counsel.

Professor Langevoort is the co-author, with Professors James Cox and Robert Hillman, of Securities Regulation: Cases and Materials (Aspen Law & Business), and the author of a treatise entitled Insider Trading: Regulation, Enforcement and Prevention (West Group). He has also written many law review articles, a number of which seek to incorporate insights from social psychology and behavioral economics into the study of corporate and securities law and legal ethics. Professor Langevoort has testified numerous times before Congressional committees on issues relating to insider trading and securities litigation reform.

Professor Langevoort received a BA, University of Virginia; JD, from Harvard.

PAUL L. LION, III is a partner in the Palo Alto office of Morrison & Foerster. Mr. Lion's practice touches every stage of the life cycle of a technology start up company. He counsels emerging-growth technology companies on formation, finance, and operation matters as well as merger and acquisition strategies and other liquidity and exit alternatives. He also regularly advises institutional investors and fund sponsors in connection with the formation of venture capital funds, leveraged buyout funds, real estate opportunity, and other private equity funds.

Mr. Lion has extensive experience in structuring, negotiating, and advising clients on a wide variety of acquisition transactions and related matters, including stock acquisitions, asset acquisitions, mergers, divestitures, auction transactions, tender offers, defensive strategies, leveraged buy-outs, and cross border transactions.

As former Chair of the Partnerships Committee of the Business Law Section of the California State Bar, he formed and participated in the Committee that helped draft the California LLC Act that became law on September 30, 1994.

Mr. Lion is the immediate past Chair of the Venture Capital & Private Equity Committee of the ABA's Business Section and a past chair of the Partnerships Committee of the Business Law Section of the California State Bar. He has served as an advisor to the Uniform Limited Liability Company Act and the Revised Uniform Partnership Act Drafting Committees of the National Conference of Commissioners on Uniform State Laws. Mr. Lion currently serves as an advisor to the Model-Entity Transaction Act drafting committee of NCCUSL.

Mr. Lion was a member of Phi Beta Kappa at the University of California at Davis where he earned his B.A. degree. At Santa Clara University School of Law, he was an Associate Editor of the Santa Clara Law Journal and vice chair of the Honors Moot Court Board.

DAVID M. LYNN is a partner in the Washington D.C. Office of Morrison & Foerster, and is Co-Chair of the firm's Global Public Companies practice. He is the former Chief Counsel of the Division of Corporation Finance at the U.S. Securities and Exchange Commission.

Mr. Lynn's practice is focused on advising a wide range of clients on SEC matters, securities transactions and corporate governance. In addition to being a leading authority on SEC issues, Mr. Lynn is particularly well known in the area of executive compensation disclosure, having recently co-authored The Executive Compensation Disclosure Treatise and Reporting Guide. In 2006, while serving as Chief Counsel, Mr. Lynn led the rulemaking team that drafted sweeping revisions to the SEC's executive compensation and related party disclosure rules.

Mr. Lynn was the Chief Counsel of the SEC's Division of Corporation Finance from 2003-2007. He re-joined the SEC as Chief Counsel shortly after adoption of the Sarbanes-Oxley Act of 2002. Mr. Lynn initially served on the SEC staff from 1995-2000 as an Attorney-Advisor and subsequently a Special Counsel in the Division of Corporation Finance. While in private practice from 2000-2003, he advised clients on SEC investigations, securities transactions, mergers and acquisitions and corporate governance. Mr. Lynn has also served as an Adjunct Professor of Law at the Georgetown University Law Center, where he taught a course in corporate governance.

Mr. Lynn is the co-editor of TheCorporateCounsel.net, where he co-authors one of the most widely-read blogs on securities, governance and corporate law matters. Mr. Lynn also contributes to publications such as The Corporate Counsel, The Corporate Executive and Borges & Lynn's Proxy Disclosure Updates.

Mr. Lynn received his J.D., with honors, from The University of Maryland School of Law. Mr. Lynn also received a Master of Science in Finance from Loyola College.

MICHAEL R. McALEVEY is Vice President and chief corporate, securities and finance counsel for General Electric Company. He is responsible for GE's global securities law and corporate law and governance compliance. In 2006 GC's chief executive officer and chairman, Jeff Immelt, presented him with the Chairman's Leadership Award for his work overseeing GC's SEC related matters.

Before joining GE, from 1998 to 2001, Mr. McAlevey served as Deputy Director of the United States Securities and Exchange Commission's Division of Corporation Finance. At the SEC, Mr. McAlevey oversaw all aspects of the operation of the Division of Corporation Finance and played an instrumental role in the development and implementation of Regulations M-A and FD. Mr. McAlevey also oversaw initiatives related to Internet use and other electronic means of communications in securities offerings. He worked regularly with Congress as the Division's liaison to Capitol Hill, particularly on matters related to the capital formation process.

Prior to joining the SEC in 1998, Mr. McAlevey was a partner with Alston & Bird in Atlanta where his practice focused on capital raising and M&A transactions.

From 1999 to 2001 Mr. McAlevey served as an adjunct professor of law at the Georgetown University Law Center.

Mr. McAlevey was a law clerk to The Honorable Emmett R. Cox, a judge of the United States Court of Appeals for the 11th Circuit. He is a graduate of the University of Virginia School of Law. He received his undergraduate degree from Washington & Lee University.

BRIAN J. McCARTHY is a partner with Skadden, Arps, Slate, Meagher & Flom LLP in Los Angeles, where his practice concentrates on corporate and securities matters, with particular emphasis on mergers, acquisitions, corporate governance issues and restructurings.

Mr. McCarthy has acted as counsel to numerous companies and investment banking firms in mergers, acquisitions and tender offers, both friendly and hostile. Mr. McCarthy has also represented several investment banking clients, buyers, sellers and management groups in leveraged buyouts and related financings.

In addition to his merger and acquisition practice, Mr. McCarthy provides general corporate counseling to a number of corporations, both public and private. He also represents issuers, borrowers, underwriters and institutional lenders in corporate finance transactions and restructurings.

From September 2000 to April 2002, Mr. McCarthy was chief operating officer and general counsel at Pacific Capital Group, Inc. During this time, he had significant involvement in private equity investment.

Mr. McCarthy is a frequent panel speaker on corporate and securities law topics and has published numerous articles on mergers and acquisitions.

Mr. McCarthy received a JD from Fordham University School of Law in 1978 and a BA from Tufts University in 1975.

SUSAN S. MUCK is a partner in the Litigation Group of Fenwick & West in San Francisco. Ms. Muck's practice focuses on internal corporate investigations, SEC regulatory proceedings, shareholder litigation and other complex commercial disputes. As a regular advisor to officers and directors on Foreign Corrupt Practice Act, corporate governance and disclosure issues, she has extensive experience handling matters that require concurrent representation in civil, regulatory and white collar arenas. She also led over a dozen stock option timing investigations and the subsequent defense of concurrent regulatory and shareholder litigation. In addition, she has represented life science and pharma companies in disclosure related-investigations and shareholder actions.

She is a graduate of the University of Virginia School of Law, J.D., and the University of Maryland at College Park, B.A.

HORACE L. NASH is a partner, and chair of the Securities Group, of Fenwick & West, a law firm serving the needs of technology and life science companies from offices in Silicon Valley, San Francisco, Seattle and Boise.

Mr. Nash assists public and private companies with a wide variety of matters. For public company clients he leads capital-raising and M&A transactions, and counsels the company on corporate governance and sensitive disclosure or

compliance issues. For private company clients he provides general corporate counseling and transactional advice, particularly around the company's initial public offering. Mr. Nash has represented companies in a wide variety of industries, including consulting, contract manufacturing, enterprise software, food, industrial equipment, Internet, networking equipment, retail, semiconductors, and software-as-a-service. He has led a wide variety of securities transactions, including many initial public offerings, follow-on public offerings of debt and equity securities, Rule 144A offerings of convertible notes and high-yield debt, shelf registrations and PIPE transactions. Mr. Nash is a frequent speaker on corporate governance and securities law developments.

Mr. Nash is a member of the State Bar of California. He received his J.D. from Harvard Law School cum laude, and served as Policy Essays Editor for the Harvard Journal on Legislation. Prior to law school, Mr. Nash earned his Ph.D. from Stanford University and spent a year at Beijing University. He received his B.A. with honors from the University of Chicago.

JOHN F. OLSON is a founding partner of Gibson, Dunn & Crutcher's Washington, D.C. office. Mr. Olson has extensive experience in general representation of business organizations as to corporate governance, corporate securities, corporate finance and merger and acquisitions matters. He has counseled many boards of directors and board committees on governance issues and in assessing shareholder litigation, responding to business combination proposals and conducting internal investigations. He also has represented firms and individuals in defense of Securities and Exchange Commission and other governmental investigations.

In the American Bar Association (ABA), Mr. Olson served for five years (2000 – 2005) as Chairman of the Business Law Section's Committee on Corporate Governance, and was also a member of the Presidential Task Force on Corporate Responsibility appointed by the President of the ABA. Previously, he was Chairman of the ABA's Committee on Federal Regulation of Securities (1991-1995). He is a member of the Executive Council of the Securities Committee of the Federal Bar Association.

A frequent lecturer at legal and business seminars, Mr. Olson co-chairs various seminars on an annual basis. Mr. Olson was the Distinguished Visiting Practitioner in Residence at Cornell Law School in Spring 2003 and from 2005 through 2007 taught corporate governance at Northwestern University School of Law. He is currently the Distinguished Visitor from Practice at Georgetown University Law Center, teaching an advanced seminar in securities regulation and a seminar on governance of non-profit organizations.

Mr. Olson, a 1964 honors graduate of the Harvard Law School.

SHELLEY E. PARRATT is the deputy director (Disclosure Operations) of the SEC's Division of Corporation Finance. In this capacity, Ms. Parratt oversees the Division's disclosure review program, which is responsible for assisting over 12,000 reporting companies in meeting their disclosure obligations under the federal securities laws. Ms. Parratt also assists the Director in strategic planning for the Division and in developing Division policy and operational procedures.

Since joining the Division, Ms. Parratt has served in a number of other positions, including Assistant Director and Associate Director. She has been with the Division of Corporation Finance since 1986.

Ms. Parratt received a MBA from Syracuse University and a BA from St. Lawrence University.

GIOVANNI PREZIOSO is a partner of Cleary Gottlieb based in the firm's Washington, D.C. office. Mr. Prezioso's practice is focused on securities and corporate law matters.

From May 2002 until rejoining the firm in 2006, Mr. Prezioso served as General Counsel of the Securities and Exchange Commission. As the Commission's chief legal officer, he was responsible for advising the Commission on legislative, regulatory and enforcement matters. He also was responsible for representing the Commission in appellate matters, supervising civil litigation against the Commission in district courts and directing and supervising the Commission's bankruptcy program.

Mr. Prezioso served as the Commission's chief legal officer during a time of unprecedented enforcement and regulatory activity. During his tenure, the 120-member staff of his Office reviewed and provided legal advice to the Commission on over 2000 enforcement actions and over 100 rulemaking proceedings. Under Mr. Prezioso's leadership, the Office coordinated the implementation of the enforcement and regulatory provisions of the Sarbanes-Oxley Act within the tight timeline set by Congress. The Office also drafted regulations under the Act that established formal standards of professional conduct for attorneys representing public companies. Mr. Prezioso also led an initiative to revitalize the Commission's amicus program, with numerous submissions to the federal courts on critical policy issues.

Before joining the Commission, Mr. Prezioso was in private practice with the firm, which he joined in 1982 and where he became a partner in 1991. During those years, he served as counsel to major financial institutions, public companies and trade associations, with responsibility for a broad range of regulatory, corporate, transactional and litigation matters.

Mr. Prezioso currently serves as Co-Chair of the American Bar Association President's Task Force on Financial Markets Regulatory Reform.

Mr. Prezioso is a graduate of Harvard Law School and Harvard College.

KURT N. SIMON joined J.P.Morgan in 2002 and currently serves as co-Head of Global Technology, Media and Telecommunications. Mr. Simon has worked on over \$200 billion of M&A transactions during his career including advising Embarq on its \$12 billion sale to CenturyTel, Alltel on its \$27 billion leveraged buyout, Nextel Communications on its \$35 billion merger with Sprint and US WEST on its \$56 billion merger with Qwest Communications. Mr. Simon has also worked on a variety of equity, investment grade and high yield debt financings in the communications space including lead managed transactions for AT&T, Sprint Nextel, Qwest Communications, CenturyLink, Discovery Communications and American Tower.

Mr. Simon received a B.A. in Economics and Public Policy from Duke University in 1987 and an M.B.A. with Distinction from the Wharton School of the University of Pennsylvania in 1991.

KARYN SMITH is deputy general counsel at Zynga Inc., where she oversees all corporate, securities and transactional matters for the Company. Since joining Zynga in August 2009, she has represented the Company in connection with several rounds of financing, two employee tender offers, a joint venture with SoftBank Corporation, and several acquisitions, including Zynga's first international acquisitions of XPD Media in Beijing and Unoh Corporation in Tokyo. In addition, Ms. Smith was the lead attorney in Zynga's negotiations with Facebook, and was responsible for establishing the Company's several operating entities in Europe and Asia.

Prior to joining Zynga, Ms. Smith spent 10 years at Cooley Godward as a partner in the corporate group. During her tenure at Cooley, she was co-chair of the Investment Banking Group and represented issuers and underwriters in more than three dozen public offerings. Her practice also included the representation of private and public companies in M&A transactions, venture financings, public company reporting, and corporate governance and Board issues. She also served as General Counsel of a venture-backed software company for three years, and was founder and principal of a corporate boutique firm for three years immediately prior to joining Zynga.

Ms. Smith received her law degree *cum laude* from the University of Santa Clara School of Law in 1991 and a Bachelor of Journalism from the University of Missouri in 1986.

A. GILCHRIST SPARKS III practices in the Wilmington, Delaware law firm of Morris, Nichols, Arsht & Tunnell LLP.

Mr. Sparks is a fellow of the American College of Trial Lawyers; a fellow of the American Bar Foundation; a fellow of the American Academy of Appellate Lawyers; a member of the Committee on Corporate Laws of the Business Law Section of the American Bar Association; a member of the American Law Institute; a member of the Board of Advisors of the University of Pennsylvania Institute for Law and Economics; and co-chair of the Delaware Supreme Court's Permanent Advisory Committee on the Delaware Uniform Rules of Evidence. He is former chairman of the Corporation Law Section, Delaware State Bar Association, and the Delaware State Board of Bar Examiners; former co-chairman of the Professional Liability Litigation Committee of the ABA Litigation Section; and chairman of the Committee on Corporate Laws of the ABA Business Law Section.

Mr. Sparks is co-author of Delaware Corporation Law and Practice (Matthew Bender 1988-Present), and of The Delaware Corporation: Legal Aspects of Organization and Operation, BNA Practice Series, Vol. 1, No. 1 (Rev. 2008).

He graduated from Yale University and the University of Pennsylvania Law School. Mr. Sparks is a frequent participant in national continuing legal education programs relating to Delaware corporate law and federal securities law matters.

MYRON T. STEELE, Chief Justice, Supreme Court of Delaware was confirmed May, 2004. Chief Justice Steele is the 7th Chief Justice of the Delaware Supreme Court since the separate Court was formed in 1951. Before his appointment as Chief Justice, he has served as a Supreme Court Justice from July 28, 2000 to the present. Previously, he served as a Vice Chancellor of the Delaware Court of Chancery from 1994 to 2000, and as Resident Judge of the Delaware Superior Court in Kent County from 1990 to 1994 and as Superior Court Judge from 1988 to 1990.

He has presided over major corporate litigation, LLC and limited partner governance disputes and writes frequently on issues of corporate document interpretation and corporate governance. Chief Justice Steele has published over 300 opinions resolving disputes among members of limited liability companies, and limited partnerships, and between shareholders and management of both publicly traded and close corporations. His thesis for the LL.M. degree, Judicial Scrutiny of Fiduciary Duties in Delaware Limited Partnerships and Limited Liability Companies, focused on the application of common law fiduciary duties within the contractual framework of alternative business organizations. It was published in the Delaware Journal of Corporate Law (32 Del. J. Corp. L. 1 (2007)). The November 2005 issue of The Business Lawyer included an article he co-authored with Sean J. Griffith entitled On Corporate Law Federalism: Threatening the Thaumatrope (61 Bus. Law. 1 (2005)). He co-authored an article with J.W. Verret entitled Delaware's Guidance: Ensuring Equity for the Modern Witenagemot published in the Fall 2007 issue of the Virginia Law & Business Review (2 Va. L. & Bus. Rev. 188 (2007)).

Chief Justice Steele served as Adjunct Professor of Law at Penn Law to co-teach "Advising the Board of Directors." He teaches a short course entitled "Advising the Board of Directors in a Mergers and Acquisitions World" at the University of Virginia Law School during the Spring.

Chief Justice Steele graduated from the University of Virginia, BA Foreign Affairs and the University of Virginia's School of Law (JD, 1970; LLM 2005). He served on active duty in the U.S. Army and retired as a Colonel in the Delaware Army National Guard after serving as a Command and Staff Judge Advocate and Inspector General.

LEO E. STRINE Jr. became Vice Chancellor of the Delaware Court of Chancery November 1998. Since that time, Vice Chancellor Strine has written numerous opinions, particularly in the area of corporation law. He has also authored several articles on business law topics.

Vice Chancellor Strine holds long-standing adjunct teaching positions at the Harvard, University of Pennsylvania, and Vanderbilt Schools of Law where he has and continues to teach diverse classes in corporate law addressing, among other topics, mergers and acquisitions, the role of independent directors, valuation, and corporate law theories. He also serves as a senior fellow of the Harvard Program on Corporate Governance, as well as the Austin Wakeman Scott Lecturer in Law at the Harvard Law School. Since 2006 to present, Vice Chancellor Strine has served as the special judicial consultant to the ABA's committee of corporate laws.

Immediately before becoming a member of the Court of Chancery, Vice Chancellor Strine was Counsel to Delaware Governor Thomas R. Carper. In that capacity, Vice Chancellor Strine was responsible for providing legal counsel to the Governor and in 1994 assumed responsibility for overall policy coordination.

He previously served as a corporate litigator at Skadden, Arps, Slate, Meagher & Flom and as law clerk to Judge Walter K. Stapleton of the U.S. Court of Appeals for the Third Circuit and Chief Judge John F. Gerry of the U.S. District Court for the District of New Jersey.

Vice Chancellor Strine graduated magna cum laude from the University of Pennsylvania Law School, and received his Bachelor's Degree summa cum laude from the University of Delaware.

LINDA CHATMAN THOMSEN is a partner in the Litigation Department of Davis Polk & Wardwell LLP in the Washington DC office. Her practice concentrates in matters related to the enforcement of the federal securities laws.

Ms. Thomsen returned to Davis Polk after serving for 14 years in various positions within the SEC. Ms. Thomsen joined the SEC staff in 1995 as Assistant Chief

Litigation Counsel. In 1997, she was named Assistant Director of the Enforcement Division. She became an Associate Director in 2000, Deputy Director in 2002 and was named Director of the Enforcement Division by Chairman William H. Donaldson in 2005, a position she held until earlier this year. During her tenure as Enforcement Director, she led the Enron investigation, the auction rate securities settlements, the stock option back dating cases and the expansion of the enforcement of the Foreign Corrupt Practices Act. Prior to joining the SEC, Ms. Thomsen served as an Assistant U.S. Attorney for the District of Maryland.

Ms. Thomsen graduated with an A.B., Smith College, 1976 with high honors and J.D., Harvard Law School, 1979.

PATRICIA A. VLAHAKIS is a partner in Wachtell, Lipton, Rosen & Katz, which she joined in 1981. Ms. Vlahakis practices corporate and securities law, specializing in mergers and acquisitions. She represented Fort James in its merger with Georgia-Pacific, Young & Rubicam in its merger with WPP Group, Motorola in its acquisition of General Instruments, Polygram in its acquisition by Seagrams, and James River in its merger with Fort Howard. She also represented Levi Strauss & Co. in its leveraged recapitalization transaction, Hellman & Friedman in its recapitalization transaction with Young & Rubicam Inc. and Motorola in connection with its stock and assets transactions with Nextel and Teledesic.

Ms. Vlahakis is an active member of the American Bar Association. She has lectured extensively and published numerous articles in the areas of mergers and acquisitions and securities law.

Ms. Vlahakis graduated from Bryn Mawr College and Columbia University School of Law.

RICHARD H. WALKER is general counsel, Deutsche Bank AG in New York.

Prior to joining Deutsche Bank, Richard H. Walker served as the Director of the Division of Enforcement of the United States Securities and Exchange Commission from April 1998 to September 2001. For over two years prior to his appointment to that position, Mr. Walker served as the Commission's General Counsel. Prior to his appointment as General Counsel, Mr. Walker was the Regional Director of the Commission's Northeast Regional Office from 1991 through 1995.

Prior to joining the Commission, Mr. Walker spent fifteen years in the New York office of Cadwalader, Wickersham & Taft, where he was a litigation partner specializing in corporate, securities, and commercial litigation. From 1975 to 1976, Mr. Walker served as law clerk to the Hon. Collins J. Seitz, former Chief Judge of the United States Court of Appeals for the Third Circuit.

Mr. Walker is a 1972 graduate of Trinity College. In 1975, he was awarded his JD degree, by Temple Law School.

ELISSE B. WALTER was appointed by President George W. Bush to the U.S. Securities and Exchange Commission and was sworn in on July 9, 2008. Under designation by President Barack Obama, she served as Acting Chairman during January 2009.

Prior to her appointment as an SEC Commissioner, Ms. Walter served as Senior Executive Vice President, Regulatory Policy & Programs, for FINRA. She held the same position at NASD before its 2007 consolidation with NYSE Member Regulation.

Ms. Walter coordinated policy issues across FINRA and oversaw a number of departments including Investment Company Regulation, Member Education and Training, Investor Education and Emerging Regulatory Issues. She also served on the Board of Directors of the FINRA Investor Education Foundation.

Prior to joining NASD, Ms. Walter served as the General Counsel of the Commodity Futures Trading Commission. Before joining the CFTC in 1994, Ms. Walter was the Deputy Director of the Division of Corporation Finance of the Securities and Exchange Commission. She served on the SEC's staff beginning in 1977, both in that Division and in the Office of the General Counsel. Before joining the SEC, Ms. Walter was an attorney with a private law firm.

Ms. Walter is a member of the Academy of Women Achievers of the YWCA of the City of New York and the inaugural class of the ABA's DirectWomen Institute. She also has received, among other honors, the Presidential Rank Award (Distinguished), the SEC Chairman's Award for Excellence, the SEC's Distinguished Service Award, and the Federal Bar Association's Philip Loomis and Manuel F. Cohen Younger Lawyer Awards.

She graduated from Yale University with a B.A., cum laude, in mathematics and received her J.D. degree, cum laude, from Harvard Law School.

JOHN W. WHITE is a partner in the corporate department of Cravath, Swaine & Moore LLP and is co-chair of the Corporate Governance and Board Advisory practice. From March 2006 through December 2008, he served as Director of the Division of Corporation Finance at the U.S. Securities and Exchange Commission, which oversees disclosure and reporting by public companies in the United States.

While on the SEC staff, Mr. White led the Division through one of the most significant and prolific rulemaking periods in its history, including the Commission's adoption of final rules addressing executive compensation disclosure, Sarbanes-Oxley Section 404's internal control requirements, internet access to proxy materials, oil and gas disclosure, use of interactive data in financial reporting,

shareholder proposals relating to the election of directors, capital raising and reporting by smaller public companies, and private offerings, as well as the Commission's issuance of guidance regarding the use of corporate websites. In addition, international initiatives included acceptance of International Financial Reporting Standards (IFRS) by foreign private issuers, publishing a proposed roadmap for use of IFRS by U.S. issuers and modernizing the Commission's rules on deregistration by foreign private issuers, cross-border tender offers, and reporting and exemption from registration of foreign private issuers.

Mr. White also played an integral role in the SEC's response to market turmoil throughout 2008, ensuring that the Division acted swiftly and appropriately to facilitate strategic transactions and access to capital for public companies.

Prior to joining the SEC staff, he was a partner for over 25 years at Cravath, where he represented public companies and their financial advisors on a wide variety of matters including public financings, corporate governance matters, public reporting obligations, restatements and other financial crises.

Mr. White received a B.S. with honors in accounting from the University of Virginia in 1970 and in May 1970 he received the Elijah Watts Sells award for the highest score in the nation on the Uniform CPA Examination. He received a J.D. magna cum laude from New York University School of Law in 1973, where he was Managing Editor of the Law Review. After a judicial clerkship with Hon. John J. Gibbons (U.S. Court of Appeals for the Third Circuit), he joined Cravath in 1975 and was elected a partner in 1980.

Mr. White is the Chair of the Securities Regulation Institute.

MARY JO WHITE is a partner at Debevoise and the chair of the firm's over 225-lawyer Litigation Department. Her practice focuses on internal investigations and defense of companies and individuals accused by the government of involvement in white collar corporate crime or SEC and civil securities law violations, and on other major business litigation disputes and crises.

She previously served as US Attorney for the Southern District of New York, where she supervised over 200 Assistant US Attorneys in successfully prosecuting some of the most important national and international matters, including complex white collar and international terrorism cases. Ms. White is the only woman to hold the top position in the more than 200-year history of that office.

She is a Fellow in the American College of Trial Lawyers and the International College of Trial Lawyers. She received her J.D. from Columbia Law School in 1974. Ms. White also has an M.A. in psychology from the New School, which she received in 1971, and a B.A. in psychology from the College of William and Mary in 1970.

NANCY H. WOJTAS is a partner in the Business department of Cooley LLP. She joined the Firm in 2001 and is resident in the Palo Alto office. She is the head of the Securities Regulation group.

Ms. Wojtas has served as counsel in connection with corporate governance matters, acquisitions, dispositions, mergers, private and public offerings, joint ventures, venture capital and bank financings, proxy contests and going private transactions.

Ms. Wojtas began her career with the Securities and Exchange Commission in the division of Market Regulation and later served as Counsel to the Chairman of the Commission.

Ms. Wojtas received a B.A. from the University of Michigan in 1972. She attended Wayne State University where she received a J.D. in 1976, and also served as senior editor of the Wayne State University Law Review. At New York University School of Law, she earned an LL.M in 1977.

Ms. Wojtas is a member of the Opinions Committee of the California State Bar. She is a former co-chair of the Corporations Committee of the Business Section of the California State Bar.

ANN YERGER is Executive Director of the Council of Institutional Investors. She joined the Council in early 1996 as the Director of the Council's Research Service. She was named Executive Director in January 2005. Founded in 1985, the Council is an organization of more than 140 public, corporate, and Taft-Hartley pension funds which manage in aggregate over \$3.0 trillion in assets. The Council's objective is to address, on a non-partisan basis, investment issues and corporate governance issues—including ones impacting investor rights, investor protections and disclosure requirements investment issues affecting the size and security of plan assets.

Before joining the Council, Ms. Yerger was deputy director of the Corporate Governance Service of the Investor Responsibility Research Center. Before joining IRRC, she spent five years in the domestic corporate banking division of Wachovia Bank in Winston-Salem, NC and Atlanta, GA.

She received an A.B. in Economics from Duke University and an M.B.A. in Finance from Tulane University.

MICHAEL R. YOUNG is a litigation partner at Willkie Farr & Gallagher LLP in New York City. Mr. Young's practice concentrates on securities and financial reporting with a particular emphasis in accounting irregularities.

Mr. Young is chair of the firm's Securities Litigation & Enforcement Practice Group, and his practice involves the representation of companies, audit committees,

officers, directors, accounting firms, and investment banks in domestic and international securities class actions, SEC and other governmental proceedings, and special investigations. His trial work has included financial reporting matters in federal, state, and bankruptcy courts throughout the United States. His experience includes the landmark jury verdict for the defense in the first securities class action tried before a jury pursuant to the Private Securities Litigation Reform Act of 1995.

Mr. Young has served as a member of the Financial Accounting Standards Advisory Council to the Financial Accounting Standards Board and also serves as counsel to the American Institute of Certified Public Accountants and the newly-formed Center for Audit Quality.

A frequent author on the subjects of financial reporting, audit committee effectiveness and the role and responsibilities of the independent auditor, Mr. Young's publications include *The Financial Reporting Handbook* (2003) and *Accounting Irregularities and Financial Fraud* (3d ed. 2006).

Mr. Young received his J.D., from Duke University School of Law and a B.A. from Allegheny College.