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NDI Executive Exchange



Thursday, January 13, 2011

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Welcome!

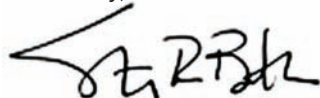
We are pleased you could join us and honored to be your host for the NDI Executive Exchange. Now in its 10th year, Foley's National Directors Institute has become the forum of choice for business leaders looking to explore best practices and the latest developments impacting the corporate governance landscape. In this tradition, our latest National Directors Institute comprises a year-long series of interactive Web conferences and e-newsletters, as well as today's in-person event — all aimed at keeping you updated on major developments in boardroom governance, shareholder interaction, and SEC disclosure.

A highlight of today's program features keynote speaker Keith Wandell, President and CEO of Harley-Davidson, Inc. Additionally, we have brought together prominent corporate governance leaders to participate in in-depth, interactive peer group exchanges via the roundtable format planned for both the morning and afternoon sessions. By connecting you directly to your peers in a roundtable setting, we hope these sessions will foster candid dialogue about real-world situations and practical solutions for effective governance.

Following today's program, we encourage you to visit our NDI Web site, **Foley.com/NDI**, to learn more about opportunities for attending NDI Checkpoint Web conferences or to sign up to receive our electronic NDI News publication.

On behalf of D.F. King, Aon Corporation, Eversheds, FD International, UBS Investment Bank, Vcorp Services, Vintage Filings, Deloitte, Boardroom Bound, *Corporate Secretary* magazine, and NASDAQ, thank you for attending our NDI Executive Exchange. We think you will have a great day.

Sincerely,



Steven R. Barth

NDI Program Chair

Partner, Foley & Lardner LLP

Agenda

7:00 a.m. – 8:00 a.m. **Continental Breakfast and Registration**

8:00 a.m. **Welcome and Opening Remarks**

Steven R. Barth, Partner and NDI Program Chair, Foley & Lardner LLP
Ralf-Reinhard Böer, Partner, Chairman, and Chief Executive Officer,
Foley & Lardner LLP

8:15 a.m. **Plenary Session: ISS Preview of 2011 Proxy Session**

Presenter:

Patrick McGurn, Special Counsel, Institutional Shareholder Services, an MSCI brand

9:00 a.m. – 10:30 a.m. **Roundtable / Breakout Session I**

Compensation Committee Hotbuttons — Say on Pay and More

Moderators:

Carolyn T. (Carrie) Long, Partner, Foley & Lardner LLP
Jay O. Rothman, Partner and Chair, Transactional & Securities Practice,
Foley & Lardner LLP

Panelists:

Michael S. Kesner, Principal, Human Capital, Deloitte Services L.P.
Patrick McGurn, Special Counsel, Institutional Shareholder Services, an MSCI brand
Peter C. Underwood, Vice President, General Counsel, and Secretary,
Regal-Beloit Corporation

Audit Committee Development

Moderator:

Mark T. Plichta, Partner, Foley & Lardner LLP

Panelists:

Isaac Kaufman, Senior Vice President and Chief Financial Officer, Advanced Medical
Management, Inc.
John K. Wozniak, Corporate Vice President and Chief Accounting Officer, Motorola, Inc.
Scott A. Wrobbel, Managing Partner, Milwaukee Office, Deloitte & Touche LLP

SEC Enforcement Activities

Moderators:

Barry J. Mandel, Partner and Chair, Securities Enforcement & Litigation Practice, Foley & Lardner LLP

Lisa M. Noller, Partner, Foley & Lardner LLP

Samuel J. (Sandy) Winer, Partner, Foley & Lardner LLP

Panelists:

Neill Blundell, Partner, Eversheds LLP

William J. Pollard, Partner, Deloitte Financial Advisory Services LLP

Jacqueline A. Urban, Senior Vice President, Legal & Claims Practice, Aon Risk Services

Boardroom Risk Assessments

Moderators:

Michael B. Kirwan, Partner, Foley & Lardner LLP

Panelists:

Pete Carpenter, Board Member of Regency Centers Corporation, Lender Processing Services, Inc., PSS World Medical, Inc., and Stein Mart, Inc.

Laurie J. Champion, Director and Practice Leader, Risk Governance/Enterprise Risk Management, Aon Global Risk Consulting

Timothy P. Hanley, Vice Chairman, Deloitte & Touche LLP

Brian Kennedy, Senior Managing Director, Public Affairs Practice, FD Americas

M&A in the Boardroom

Moderators:

Paul D. Broude, Partner and Vice Chair, Emerging Technologies Industry Team, Foley & Lardner LLP

Edwin D. Mason, Partner and Co-Chair, Chicago Office Business Law Department, Foley & Lardner LLP

Panelists:

Mary McDougall Duffy, Managing Director, Aon Private Equity & Transaction Solutions, Aon Financial Services Group, Inc.

Justin W. Friesen, Managing Director, Joint Deputy Head of U.S. Mergers and Acquisitions, UBS Investment Bank

Mark McCall, President and Chief Operating Officer, FD Americas

Thomas E. O'Neill, Senior Vice President, General Counsel, Chief Administrative Officer, and Corporate Secretary, TreeHouse Foods, Inc.

10:45 a.m. – 11:45 a.m. **Plenary Session: An Activist Shareholder's View on Governance (Panel Discussion)**

Moderator:

Phillip M. Goldberg, Partner, Foley & Lardner LLP

Panelists:

Timothy E. Brog, Chairman of the Board and Chief Executive Officer, Peerless Systems Corp.

Richard H. Grubaugh, Senior Vice President, D.F. King & Co., Inc., and Co-Director of Extraordinary Events Group and Proxy Division

Gail L. Hanson, Deputy Executive Director, State of Wisconsin Investment Board (SWIB)

Richard Lashley, Principal, PL Capital, LLC

Elizabeth Saunders, Senior Managing Director, FD International, Ltd.

11:45 a.m. – 12:45 p.m. **Lunch**

12:45 p.m. – 2:15 p.m. **Roundtable / Breakout Session II**

Boardroom Strategic Planning

Moderator:

Patrick Daugherty, Partner, Foley & Lardner LLP

Panelists:

Robert E. Allgyer, Jr., Executive Director, Mergers & Acquisitions, UBS Investment Bank

Brian Kennedy, Senior Managing Director, Public Affairs Practice, FD Americas

Ellen L.S. Koplou, Executive Vice President, General Counsel, and Secretary, TD Ameritrade

Matthew I. Roslin, Executive Vice President and Chief Legal Officer, Flagstar Bancorp, Inc.

Nominating and Governance Committee Guidance — Proxy Access and Beyond

Moderator:

John K. Wilson, Partner, Foley & Lardner LLP

Panelists:

Laura F. Bednarski, Senior Vice President, Associate General Counsel, and Assistant Secretary, U.S. Bancorp

James R. Kackley, Chairman, Orion Energy Systems, Inc.

Angela D. Lageson, Senior Vice President, General Counsel, and Secretary, Pentair, Inc.

Latham Williams, Senior Vice President, Legal Affairs and Administration, and Corporate Secretary, Hudson Highland Group, Inc.

General Counsel Roundtable

Moderators:

Deepak Nanda, Partner, Foley & Lardner LLP

Patrick G. Quick, Partner, Foley & Lardner LLP

Panelists:

Bryan J. Blankfield, Executive Vice President, General Counsel, and Secretary, Oshkosh Corporation

Jerome D. Okarma, Vice President, Secretary, and General Counsel, Johnson Controls, Inc.

Paul Smith, Partner, Eversheds LLP

Boardroom Report: The Correlation Between Governance Practices and Stock Price

Moderator:

Todd B. Pfister, Partner, Foley & Lardner LLP

Panelists:

Bryan Armstrong, CFA, Managing Director, Strategy Consulting Practice, FD Americas

Sheryle J. Bolton, Business Strategy Consultant

Robin Johnson, Partner, Eversheds LLP

Elizabeth Porter, Managing Director, Global Corporate Services, NASDAQ OMX

2:30 p.m. – 3:30 p.m.

**All-Star Panel on Cutting-Edge Governance Issues
(CEO Panel Discussion)**

Moderator:

Benjamin F. Garmer, III, Partner, Foley & Lardner LLP

Panelists:

Cary A. Kochman, Managing Director, Head of Americas M&A, and Co-Head of Investment Banking Department's Chicago Office and Midwest Region, UBS Investment Bank

Gregory S. Marcus, President and Chief Executive Officer, The Marcus Corporation

Charles A. Schrock, Chairman, President, and Chief Executive Officer, Integrys Energy Group, Inc.

Keith E. Wandell, President and Chief Executive Officer, Harley-Davidson, Inc.

3:30 p.m. – 4:00 p.m. **CEO Keynote Speaker**
Keith E. Wandell, President and Chief Executive Officer, Harley-Davidson, Inc.

4:00 p.m. **Closing Remarks**
Steven R. Barth, Partner and NDI Program Chair, Foley & Lardner LLP

4:15 p.m. – 5:30 p.m. **Cocktail Reception**

THE PROGRAM CHAIR



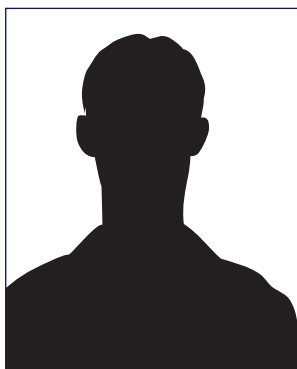
Steven R. Barth

Partner and NDI Program Chair, Foley & Lardner LLP

As a member of the Transactional & Securities Practice, Steve has represented buyers, sellers, investors, and intermediaries in more than 300 business combination transactions aggregating more than \$10 billion in total consideration. He has worked on deals both domestically and internationally, involving both publicly held and private corporations, over a broad range of industries. Steve also has represented issuers or underwriters in securities offerings raising more than \$6 billion, and he currently represents a number of publicly traded companies, including The Marcus Corporation (NYSE: MCS); Orion Energy Systems, Inc. (NASDAQ: OESX); First Business Financial Services, Inc. (NASDAQ: FBIZ); Cummins, Inc. (NYSE: CMI); and Bucyrus International, Inc. (NASDAQ: BUCY). Steve also is one of Robert W. Baird & Co. Inc.'s (regional investment banking firm) primary outside counsel.

He previously served on the board of Fresh Brands, Inc. (NASDAQ: FRSH) (audit committee and corporate governance committee chairman). Steve is the program chair for Foley's National Directors Institute, an annual symposium for directors, officers, general counsel, and boardroom advisors to both public and private companies focusing on corporate governance issues.

THE MODERATORS AND PANELISTS



Robert E. Allgyer, Jr.

Executive Director, Mergers & Acquisitions, UBS Investment Bank

Rob has been involved in a wide variety of strategic and capital-raising transactions in the diversified industrials, automotive, consumer/retail, financial institutions, and health care sectors. Rob's transaction experience includes corporate acquisitions, mergers, divestitures, and hostile and defense-related M&A activity along with high-yield, equity, and private placement capital raising for *Fortune* 500 and middle-market companies. He joined Warburg Dillon Read (predecessor to UBS Investment Bank) in New York City as an analyst in 2000 upon his graduation from Dartmouth College with a B.A. in history and a minor in economics.



Bryan Armstrong

CFA, Managing Director, Strategy Consulting Practice, FD Americas

Bryan joined FD (an FTI member company) as part of the acquisition of Ashton Partners in October 2007, where he served as one of three partners. He has more than a decade of experience in capital markets communications. Bryan is a member of the Strategy Consulting practice at FD, where he focuses on the application of quantitative and qualitative research to diagnose critical client matters to help inform strategic decision-making and communications programs. Prior to joining Ashton Partners, Bryan was an investment analyst at Merrill Lynch. He received his B.B.A. in finance at the University of Wisconsin – Madison and holds the Chartered Financial Analyst (CFA) designation.



Laura F. Bednarski

Senior Vice President, Associate General Counsel, and Assistant Secretary, U.S. Bancorp

In her role, Laura is primarily responsible for corporate governance, securities laws compliance, and legal support for the company's M&A and corporate treasury activities. Prior to joining U.S. Bancorp in 2000, Laura spent three years in the corporate legal department of Faegre & Benson LLP in Minneapolis, working on mergers and acquisitions, securities offerings, and general corporate matters, after spending her first three years of law practice in the corporate law department of Willkie Farr & Gallagher in New York. She graduated from Columbia University School of Law in New York in 1994, and received her B.A. from Duke University in 1989.

**Bryan J. Blankfield**

Executive Vice President, General Counsel, and Secretary, Oshkosh Corporation

Bryan is the principal legal and compliance officer and a member of the executive management team for Oshkosh Corporation, a leading designer, manufacturer, and marketer of a wide range of access equipment, specialty trucks, and truck bodies, including fire and emergency vehicles, concrete mixers, refuse bodies, defense trucks, telehandlers, and boom lifts. Bryan is a CPA and holds a B.S. in business administration with departmental honors from Drake University. He received his J.D. in 1987 from Northwestern University School of Law, where he also was a note and comment editor of the *Northwestern Journal of International Law and Business*. He is admitted to the Illinois Bar and is registered as an in-house counsel in Wisconsin.

**Neill Blundell**

Partner, Eversheds LLP

Neill is a highly experienced fraud and regulatory lawyer who is able to advise clients on the interface between business and regulatory practice and the criminal law. He has particular expertise in advising and representing individuals, corporate clients, professional firms, and financial organizations in areas such as market abuse and insider dealing, corruption, money laundering, extradition, fraud, and financial compliance. Neill regularly lectures on fraud-related issues and has published several articles in the *Financial Times* and *Fraud Intelligence*, among others. He is author of the chapter on "Overseas Assets" in the Sentencing & Confiscation Section of *Fraud: Law, Practice & Procedure*. Neill is on the legal panel for the BBC News, Channel 4 News, BBC Radio 4, Sky News, CNN, and Newsnight, where he has appeared and been asked to comment on various issues.

**Ralf-Reinhard Böer**

Partner, Chairman, and Chief Executive Officer, Foley & Lardner LLP

Ralf has been chairman and CEO of the firm since 2002 and a member of the firm's Management Committee since 1992. He formerly served as chair of both the firm's Business Law Department and International Practice. Ralf is a member of the Transactional & Securities Practice and the Automotive Industry Team. His areas of practice include transnational and domestic mergers, acquisitions, and other business combinations and international business transactions. Ralf's international business law activities are extensive. He is a member of the board of directors of Fiskars Corporation (Helsinki, Finland), listed on the Helsinki Stock Exchange. He also serves as general (outside) counsel for numerous European clients. In the United States, he is a member of the board of directors of Plexus Corp., a NASDAQ-listed company, and is chair of Plexus' Nominating and Corporate Governance Committee.



Sheryle J. Bolton

Business Strategy Consultant

Sheryle is an experienced public company CEO, entrepreneur, investment banker, and board member of public and private companies, including Bridge Capital Holdings (NASDAQ: BBNK) and Scudder-Kemper Mutual Funds, representing more than \$60 billion of managed assets. She has served as a director of LiveDeal, Inc. (NASDAQ: LIVE) since October 2008 and also is a director of Capital Plus Exchange, a microfinance organization in Africa and Asia. Sheryle was CEO of Scientific Learning Corporation (NASDAQ: SCIL) for six years, where she led a highly successful IPO. She was previously an executive at HBO, Merrill Lynch, and Rockefeller & Co. She is currently a business strategy consultant. In 2010, she was named a “Director to Watch” by *Directors & Boards* magazine. Sheryle holds a B.A. and M.A. from the University of Georgia and an M.B.A. from Harvard Business School.



Timothy E. Brog

Chairman of the Board and Chief Executive Officer, Peerless Systems Corp.

Timothy is the chief executive officer and chairman of the board of directors of Peerless Systems Corp. (NASDAQ: PRLS). Timothy was the portfolio manager of Locksmith Capital Management from September 2007 to August 2010 and Pembridge Value Opportunity Fund from June 2004 to September 2007. He was the founder and managing director of Edward Andrews Group, a boutique investment bank, from 1996 – 2007. From 1989 – 1995, he was a corporate finance and mergers and acquisitions associate at the law firm of Skadden, Arps, Slate, Meagher & Flom. Timothy has been a director of Eco-Bat Technologies Limited since October 2007 and was a director of The Topps Company, Inc. from August 2006 through its sale in October 2007 to Michael Eisner and Madison Dearborn.



Paul D. Broude

Partner and Vice Chair, Emerging Technologies Industry Team, Foley & Lardner LLP

Paul represents issuers, investment banking firms, and investors in public offerings, private placements, strategic partnerships, and other financings; buyers and sellers of privately held and publicly traded companies; and management groups and boards of directors in “going private” transactions. He counsels clients on securities laws compliance, corporate governance issues, and compensation planning for executives. He is a former representative to the SEC’s Council on Capital Formation. In 2010, *The Legal 500* recognized him for his work in mergers and acquisitions.



Pete Carpenter

Board Member of Regency Centers Corporation, Lender Processing Services, Inc., PSS World Medical, Inc., and Stein Mart, Inc.

Pete retired as vice chairman, CSX Corporation, in February 2001. Prior to this, he served as president and chief executive officer of CSX Transportation from 1992 to July 1999. Pete is currently a director on the boards of PSS World Medical, Regency Centers Corporation, Stein Mart, Inc., and Lender Processing Services, Inc. He formerly served on the boards of Florida Rock Industries, Nations Bank, Barnett Bank, Inc., American Heritage Life Insurance Company, Blue Cross & Blue Shield of Florida, and One Valley Bancorp of West Virginia. Pete also served as chairman of the Florida Council of 100, chaired former Florida Governor Jeb Bush's Commission on Workers' Compensation Reform, and served on former Governor Bush's Advisory Council on Base Realignment and Closure.



Laurie J. Champion

Director and Practice Leader, Risk Governance/Enterprise Risk Management, Aon Global Risk Consulting

Laurie's current responsibilities include leading Aon's U.S. ERM/Governance Practice and serving as a strategic advisor for large corporate clients. She has extensive "hands-on" ERM experience as a consultant and corporate risk-management executive. Prior to joining Aon in 2008, Laurie served as the vice president of risk management for Coca-Cola Enterprises and the director of risk management for Ford Motor Company, overseeing Ford's global risk-management staff. In these roles, she was responsible for enterprise risk management; global insurance programs and related matters; claims; operational risk management, including business continuity planning and supply chain risk assessment; financial risk management; treasury internal control; and risk data, systems, and analysis. Prior to joining Ford in 2000, Laurie served in a variety of roles with Johnson & Higgins (Marsh) from 1987 through 2000.



Patrick Daugherty

Partner, Foley & Lardner LLP

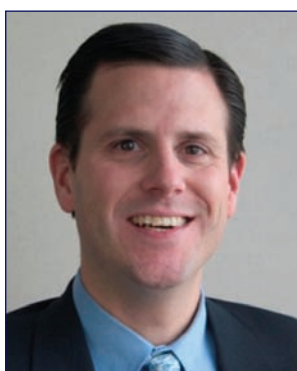
Patrick is an SEC attorney with a corporate, finance, and regulatory practice of national scope. As both a deal-maker and a seasoned advisor, he draws upon 30 years of experience gained in major money centers and at the SEC in Washington, D.C. As a board advisor, he has helped independent directors grapple with the thorny questions, such as whether, when, and how to replace senior executives and report crimes to the government. He holds a bachelor's degree from Northwestern University and a law degree from Cornell University.



Mary McDougall Duffy

Managing Director, Aon Private Equity & Transaction Solutions, Aon Financial Services Group, Inc.

Mary advises clients in the areas of representations and warranty insurance, tax indemnities, and other transaction-related coverage via her role as managing director of APETS. She also is involved in matters involving other financial products coverage for private equity firms and their portfolio companies. Mary has been with Aon FSG since 1996. She previously was an associate with Morgan, Lewis & Bockius, LLP in Philadelphia, where she practiced in the Business & Finance Section specializing in the areas of mergers and acquisitions, securities laws, and general corporate law. Mary received her B.A., cum laude, from Juniata College and a J.D., magna cum laude, from Georgetown University Law Center.



Justin W. Friesen

Managing Director, Joint Deputy Head of U.S. Mergers and Acquisitions, UBS Investment Bank

Justin serves as a relationship and execution M&A banker for a wide variety of clients, and he has been involved in both strategic and capital-raising transactions across the diversified industrials, consumer/retail, engineering and construction services, and business services sectors. Prior to joining UBS in May 2004, Justin was a vice president, Mergers & Acquisitions, at Credit Suisse First Boston. He began his investment banking career in 1994 as an analyst at Dean Witter Reynolds Inc. Justin received his M.B.A. from The Wharton School, University of Pennsylvania, where he graduated with highest honors and was recognized as a Palmer Scholar. He graduated with distinction from the Indiana University Kelly School of Business, earning a B.S. in accounting. Justin also is a member of the board of directors of the Chicago Children's Museum.



Benjamin F. Garmer, III

Partner, Foley & Lardner LLP

Ben is a member of the firm's Transactional & Securities Practice and Energy Industry Team. His practice focuses on acquisitions and financings for public and private companies and takeover defense. He represents national underwriters, including Credit Suisse, Merrill Lynch, and Goldman Sachs, as well as regional underwriters, Robert W. Baird, William Blair, and others, in financings and other matters. He is a director of various private and public companies, where he has served on the compensation, audit, and executive committees. Ben lectures extensively on issues regarding acquisitions and takeover defense. He was selected by his peers for inclusion in the current edition of *The Best Lawyers in America*^{®*} and in the 2008 and 2010 editions of *Chambers USA: America's Leading Lawyers for Business*, and he was named to the 2005 – 2008 lists of Wisconsin Super Lawyers[®] for his mergers and acquisitions work.

**Phillip M. Goldberg**

Partner, Foley & Lardner LLP

Phil focuses primarily on corporate governance and securities law matters. He has been involved in numerous proxy contests and related takeover cases representing both activist investors and corporations. Phil also counsels securities broker-dealers and other clients on compliance with the federal and state securities laws and rules of the various self-regulatory organizations (SROs) and represents those clients in SEC enforcement proceedings and SRO disciplinary and other proceedings and litigation. Phil also assists special committees of boards of public companies in investigations of financial reporting and related conduct. He has represented various broker-dealers and individuals in significant investigations relating to research analyst conflicts of interest, sales of derivatives, IPO allocations, insider trading, and financial reporting and net capital compliance.

**Richard H. Grubaugh**

Senior Vice President, D.F. King & Co., Inc., and Co-Director of Extraordinary Events Group and Proxy Division

Rick primarily advises corporations and shareholders involved in complex shareholder transactions, specializing in corporate control situations such as proxy contests, mergers, and unsolicited tender offers. Rick formulates and recommends shareholder communications strategies for public companies in crisis situations. Prior speaking engagements include various programs sponsored by the Practising Law Institute, the National Investor Relations Institute, the Society of Corporate Secretaries and Governance Professionals, and Georgetown University's program on business ethics and corporate governance. Prior to joining King, Rick was a principal of MalCon Proxy Advisors, Inc. and Beacon Hill Partners, Inc., specializing in advising companies and activist shareholders in corporate control situations. Rick began his proxy solicitation career at the Carter Organization, Inc., joining that firm in 1986. Rick earned a B.A. from Virginia Wesleyan College in 1986.

**Timothy P. Hanley**

Vice Chairman, Deloitte & Touche LLP

Tim is a vice chairman and the industry leader for U.S. Process and Industrial Products for Deloitte. In his capacity as the industry leader, he works with and advises Deloitte audit, tax, consulting, and financial advisory teams, serving many of the world's most significant companies. He also serves as leader of Deloitte's Global Chemicals and Industrial Products team and is a member of the firm's Global Manufacturing Leadership team. Tim has a strong orientation toward all business aspects of an enterprise, including consulting with top management regarding business plans and strategies, tax planning ideas, and management organizations and philosophies. Tim has been a formal speaker and presenter to many industry organizations and is frequently consulted by the media, resulting in articles for *The Wall Street Journal*, *Reuters*, *Chicago Tribune*, *Crain's*, *U.S. Industry Today*, and *Dow Jones Newswires*.



Gail L. Hanson

Deputy Executive Director, State of Wisconsin Investment Board (SWIB)

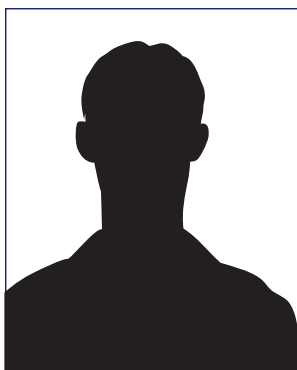
At SWIB, which manages more than \$81 billion in assets for the Wisconsin Retirement System and other state funds, Gail is responsible for investment support functions, including oversight of corporate governance activities. Gail was previously senior vice president, treasurer, and chief financial officer of Cobalt Corporation, a publicly traded health insurance company, and an audit manager with Price Waterhouse. Gail holds a bachelor's degree from the University of Michigan and an M.B.A. from the University of Chicago. She is a board member of the Council on Institutional Investors and serves on the Public Company Accounting Oversight Board Standards Advisory Group and the International Financial Reporting Standards Advisory Council.



Robin Johnson

Partner, Eversheds LLP

Robin is a corporate finance and commercial partner specializing in M&A, private equity, fundraising, and joint venture work. His clients include SPX Corporation, Parker Hannifin Corporation, R&R Ice Cream Ltd., Marmon Holdings Inc., Cardinal Health Inc., Rutland Partners LLP, TA Associates Inc., Teleflex Inc., Trident Capital, Next plc, and Zeus Capital. *Legal Business* in the U.K. recently voted Robin in the top 10 M&A lawyers in the U.K., Mergermarket placed Robin in the leading M&A lawyers for 2007, and he was voted International Lawyer of the Year by his regional chapter of the Law Society in England and Wales two years running. He is a member of the ABA International Task Force, the Canadian Chamber of Commerce, and the Eversheds' corporate group in North America.



James R. Kackley

Chairman, Orion Energy Systems, Inc.

Since 2003, Jim has served on the boards of five public companies. He is currently chairman of Orion Energy Systems, Inc. and has served on the nominating and governance, compensation, audit, and corporate gift committees of the five companies. He currently chairs the audit committee of Herman Miller, Inc. In 2009, Jim became president and COO of Orion, stepping in to help the CEO build a platform for growth. He returned to the board in 2010. Jim spent most of his career as a partner at Arthur Andersen, finishing as Midwest Region Managing Partner, then CFO of Andersen Worldwide. In addition to Orion and Herman Miller, Jim has served on the boards of PepsiAmericas, Inc., Ryerson, Inc., and Perficient, Inc.

**Isaac Kaufman**

Senior Vice President and Chief Financial Officer, Advanced Medical Management, Inc.

Isaac has had a successful career in both small and mature businesses with hands-on experience in strategic assessment and planning, as well as more than 45 years of combined board of directors experience. He is chairman of the Audit Committee and a member of the Governance & Nominating Committee of Kindred Healthcare; chairman of the Audit Committee and a member of the Governance and Nominating Committee of Hanger Orthopedic Group, Inc.; and chairman of the Audit Committee, a member of the Compensation Committee, and a member of the Governance & Nominating Committee of Transworld Entertainment Corporation. Isaac is a CPA and a member of the AICPA and MACPA. He served on the AICPA's Committee of Members in Business and Industry and is a frequent speaker on board governance and audit committee issues.

**Brian Kennedy**

Senior Managing Director, Public Affairs Practice, FD Americas

Brian is a senior managing director in FD Americas' Public Affairs Practice and leader of the Energy Sector. With more than a decade of public policy and strategic communications experience, Brian has served in several senior positions on Capitol Hill, including press secretary to the minority leader of the U.S. House of Representatives, deputy chief of staff and director of communications for the House Committee on Natural Resources, and chief spokesman for both the House Energy Action Team and the Speaker's Task Force for Affordable Natural Gas. He also was a co-founder of the Washington, D.C. office of the Institute for Energy Research, a not-for-profit think tank. Brian holds an M.A. in political science from the College of the Holy Cross in Worcester, Massachusetts.

**Michael S. Kesner**

Principal, Human Capital, Deloitte Services L.P.

Mike is the principal in charge of Deloitte's National Compensation practice with more than 32 years of experience working with companies on a wide range of executive compensation issues. He is the independent advisor to the Compensation Committee of the board of directors on executive compensation matters at several *Fortune* 500 companies. Mike has been a guest speaker on compensation and benefit matters at conferences sponsored by the National Association of Stock Plan Professionals, CompensationStandards.com, American Bar Association, and Kellogg School of Management Annual Corporate Governance Conference. His professional and civic affiliations include the American Institute of Certified Public Accountants, CompensationStandards.com Advisory Group, and Illinois CPA Society. He graduated from the University of Illinois with a B.S. in accounting.



Michael B. Kirwan

Partner, Foley & Lardner LLP

Michael is a partner in the Transactional & Securities, Finance & Financial Institutions, and Private Equity & Venture Capital Practices at Foley. He counsels a number of publicly traded companies and their boards of directors. He has worked on numerous public and private offerings, represented many companies on their periodic reporting obligations and other matters before the SEC, represented REITs, formed hedge funds, and handled a variety of business combinations and venture capital matters. He has significant experience in banking and insurance transactions. Prior to joining Foley, Michael was a partner at a large New York firm. He then became the chief operating officer for a national technology consulting firm.



Cary A. Kochman

Managing Director, Head of Americas M&A, and Co-Head of Investment Banking Department's Chicago Office and Midwest Region, UBS Investment Bank

Cary is a member of the Americas IBD Executive Committee and serves as a relationship and execution M&A banker across a variety of industries. He regularly serves as an advisor to directors, special committees, and management teams. Before joining UBS in 2004, Cary worked at Credit Suisse for 14 years, where he was head of the U.S. M&A Department for his last two years. He holds both a J.D. and M.B.A. from The University of Chicago, has a B.S. in accounting from the University of Illinois at Chicago, and is a CPA and CMA. Cary is a member of the Illinois Bar, The Economic Club of Chicago, The Executives' Club of Chicago, and The Commercial Club of Chicago. He also is a frequent lecturer at Northwestern University's MergerWeek.



Ellen L.S. Koplou

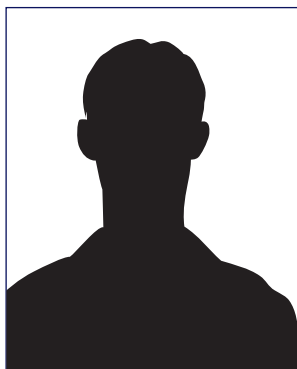
Executive Vice President, General Counsel, and Secretary, TD Ameritrade

Ellen has served as general counsel of TD Ameritrade since June 2001 and was named secretary in November 2005. She manages the company's legal and government relations departments. She joined the company in May 1999 as deputy general counsel and was named acting general counsel in November 2000. Prior to joining the TD Ameritrade, Ellen was managing principal of the Columbia, Maryland office of Miles & Stockbridge P.C. She was a member of the N Commission on Corporate Governance, which resulted in a report published on September 23, 2010, and completed the Rock Center for Corporate Governance Directors College series held at Stanford Law School for 2010 and 2009. She was twice selected as one of Maryland's Top 100 Women by *The Daily Record*.


Angela D. Lageson

Senior Vice President, General Counsel, and Secretary, Pentair, Inc.

Angela was named Pentair's senior vice president, general counsel, and secretary in 2010. Previously, she held the position of assistant general counsel for Pentair from 2002 – 2010. Prior to Pentair, Angela served as shareholder and officer for the Minneapolis law firm of Henson & Efron, P.A. from 2000 – 2002. She was associate attorney at Henson & Efron from 1996 – 2000 and at Felhaber Larson Fenlon & Vogt, P.A., from 1992 – 1996. Angela graduated cum laude from the University of Minnesota Law School and summa cum laude from Concordia College – Moorhead, where she earned a B.A. in English and German.


Richard Lashley

Principal, PL Capital, LLC

Richard is co-founder and owner of PL Capital, LLC, an investment management boutique that specializes in the banking industry. PL Capital manages separate accounts as well as LPs and is well known for its willingness to employ shareholder activism to enhance shareholder value and improve corporate governance. Richard's experience includes being co-manager of several leading investment partnerships dedicated to the bank/thrift industry and financial advisor in more than \$1 billion of bank and thrift mergers. He has served on numerous bank boards and is presently a member of the board for State Bancorp, Inc., a \$1.7 billion publicly traded commercial bank, and Community FSB Holding Co., a privately held savings and loan. Prior to co-founding PL Capital, he was a CPA at KPMG LLP from 1984 – 1996, providing professional accounting and financial advisory services to financial services companies nationwide. Richard holds a B.S. in business administration from Oswego State University and an M.B.A. in accounting from Rutgers University.


Carolyn T. (Carrie) Long

Partner, Foley & Lardner LLP

Carrie is a member of the firm's Transactional & Securities and Private Equity & Venture Capital Practices. She practices in the areas of mergers, acquisitions, leveraged recapitalizations, and buyouts; public and private offerings of equity and debt securities; public corporation securities laws and reporting compliance; corporate governance; and assists in the organization, development, and financing of startup and development-stage corporations. Carrie has represented issuers or underwriters in securities offerings over a broad range of industries. She also has represented buyers and sellers in domestic and international corporate acquisitions and dispositions.



Barry J. Mandel

Partner and Chair, Securities Enforcement & Litigation Practice, Foley & Lardner LLP

Barry is chair of the firm's Securities Enforcement & Litigation Practice and a member of the Securities, Commodities & Exchange Regulation Practice. Prior to joining Foley, he served as senior vice president and general counsel for Global Litigation, Employment and Regulatory Affairs at Merrill Lynch & Co., Inc. He also held a variety of other legal management roles at Merrill Lynch during his 17-year tenure at the company. Prior to Merrill Lynch, Barry was a litigator with Baer Marks & Upham LLP, where he practiced for 15 years and also served on the firm's management committee. He began his career as an attorney with the SEC and also served as branch chief in its Division of Enforcement, New York Regional Office. Barry is a frequent speaker on topics in regulatory and criminal enforcement, handling regulatory matters, securities litigation, ethics, and internal investigations.



Gregory S. Marcus

President and Chief Executive Officer, The Marcus Corporation

Greg is the president and chief executive officer of The Marcus Corporation (NYSE: MCS), a Milwaukee-based operator of hotels, resorts, and movie theaters. Greg is the third generation of the Marcus family to serve as CEO. He joined the company in 1992 as director of property management/corporate development, where he spent a number of years acquiring real estate for the company's operating businesses. He then spent three years in operations, ultimately running the company's former limited-service lodging business, Baymont Inns & Suites. Greg was promoted to senior vice president – corporate development in 1999 and became an executive officer of the company in July 2005. He was elected to The Marcus Corporation board in October 2005 and was elected president of the company in January 2008.



Edwin D. Mason

Partner and Co-Chair, Chicago Office Business Law Department, Foley & Lardner LLP

Ed has more than 30 years of experience representing clients in complex business transactions, and focuses his practice primarily in the areas of mergers and acquisitions, corporate governance matters, and general corporate and business law. While experienced in representing clients across a range of industries, the principal industries in which he has most recently structured and negotiated transactions include financial services, technology, and manufacturing. Ed received his J.D., cum laude, from the University of Michigan Law School and earned his B.S., summa cum laude, at the University of Illinois. He has practiced law in Chicago since 1980 and is involved in a number of charitable organizations. He currently serves on the board of directors of Cabrini Green Legal Aid.

**Mark McCall**

President and Chief Operating Officer, FD Americas

Mark is president and COO of FD Americas with more than 13 years of financial and corporate communications and investor relations experience. He has provided counsel for numerous private and public companies, developing corporate positioning programs and advising on a variety of transactions including M&As, IPOs, and restructurings and assisting with corporate governance issues and crisis situations, among others. Prior to joining FD, Mark was vice president of operations/finance for a privately held company, where he negotiated and managed acquisitions and oversaw the company's capital-raising activities. His previous financial and investor relations experience includes work in the Chicago offices of Burson-Marsteller and Edelman. Mark received his M.B.A. from The University of Chicago Booth School of Business.

**Patrick McGurn**

Special Counsel, Institutional Shareholder Services, an MSCI brand

Pat provides special counsel to Institutional Shareholder Services (ISS). Considered by industry constituents to be one of the leading experts on corporate governance issues, he is active on the nationwide speaking circuit and plays an integral role in policy development. Prior to joining ISS, he was director of the Corporate Governance Service at the Investor Responsibility Research Center (IRRC), a not-for-profit firm that provides governance research to investors. He is frequently cited by business publications such as *The Wall Street Journal* and *BusinessWeek*. He has appeared on ABC World News Tonight, Bloomberg Radio and TV, BBC Radio, CBS Evening News, CNBC, CNN, Marketplace, NBC Nightly News, Nightly Business Report, National Public Radio, Tech TV, and ABC's This Week.

**Deepak Nanda**

Partner, Foley & Lardner LLP

Deepak is a member of the firm's Transactional & Securities, International, and Private Equity & Venture Capital Practices. He has experience in a broad range of transactional and securities matters, including cross-border mergers and acquisitions, dispositions, privatization transactions, leveraged recapitalizations, and buyouts; public and private offerings of equity and debt securities; public corporation securities laws and reporting compliance; and structured finance transactions. Deepak has significant experience in the financial services, pharmaceutical, manufacturing, information technology, and media and entertainment sectors. His clients have included financial institutions, multi-national manufacturing and technology companies, and pharmaceutical companies in the United States, Europe, and Asia. Deepak was recognized as a leading practitioner in *The Legal 500* in 2010 and was previously selected for inclusion on the 2007 Southern California Super Lawyers — Rising Stars® list.



Lisa M. Noller

Partner, Foley & Lardner LLP

Lisa is a member of the firm's Government Enforcement, Compliance & White Collar Defense; Business Litigation & Dispute Resolution; and Securities Enforcement & Litigation Practices. She is an experienced trial lawyer, having spent more than 15 years investigating and trying complex criminal and civil cases, including her time as a deputy chief in the Complex Fraud and Special Prosecutions section of the Chicago United States Attorney's Office. Her practice focuses on responding to government investigations, conducting corporate internal investigations, and litigating a wide variety of civil and criminal matters in state and federal courts. Lisa represents companies and individuals in parallel civil and criminal proceedings initiated by government agencies for alleged wrongdoing, and proactively counsels clients in enforcement and other litigation matters.



Jerome D. Okarma

Vice President, Secretary, and General Counsel, Johnson Controls, Inc.

Jerry is vice president, secretary, and general counsel of Johnson Controls, Inc., a \$35 billion (revenues) global market leader in automotive systems, facility management, and control and power solutions, located in Milwaukee. He is a member of the company's Executive Operating Team, and oversees all legal activities of the company. In addition to leading the law department, he is responsible for the oversight of the shareholder services, enterprise security, and aviation functions. Jerry is a frequent speaker on legal and corporate governance issues, and is a member of the Society of Corporate Secretaries and Governance Professionals, The Conference Board Council of Chief Legal Officers, and the Association of Corporate Counsel, having previously served as the chair of the Wisconsin Chapter.



Thomas E. O'Neill

Senior Vice President, General Counsel, Chief Administrative Officer, and Corporate Secretary, TreeHouse Foods, Inc.

Tom is the senior vice president, general counsel, chief administrative officer, and corporate secretary of TreeHouse Foods, Inc. and has served in that position since January 27, 2005. Prior to joining TreeHouse, Tom was a principal in TreeHouse, LLC. From February 2000 to March 2001, he served as senior vice president, secretary, and general counsel of Keebler Foods Company. He previously served at Keebler as vice president, secretary, and general counsel from December 1996 to February 2000. Prior to joining Keebler, he served as vice president and division counsel for the Worldwide Beverage Division of the Quaker Oats Company from December 1994 to December 1996; vice president and division counsel of the Gatorade Worldwide Division of the Quaker Oats Company from 1991 – 1994; and corporate counsel at Quaker Oats from 1985 – 1991.

**Todd B. Pfister**

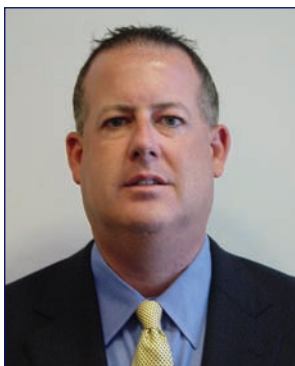
Partner, Foley & Lardner LLP

Todd is a member of the firm's Transactional & Securities and Private Equity & Venture Capital Practices. He practices primarily in the areas of mergers and acquisitions, securities law, and general corporate and business law. He has extensive experience structuring and negotiating transactions in numerous industries, including finance, insurance, information technology, manufacturing, and health care. Todd has represented both issuers and underwriters in various public and private offerings of both debt and equity securities and regularly counsels publicly held companies regarding corporate governance and compliance matters under federal and state securities laws. He also has served as company or special committee counsel in connection with going-private and other strategic transactions. Todd is a frequent speaker and author on various legal topics, including acquisition issues, SEC compliance, and corporate governance matters.

**Mark T. Plichta**

Partner, Foley & Lardner LLP

Mark is a member of the firm's Transactional & Securities Practice. He practices primarily in the areas of mergers and acquisitions, securities law, corporate governance, and other general corporate business law. He has represented corporate issuers and underwriters in various public offerings and private placements of debt, equity, and equity equivalent securities. Mark also has represented companies in numerous mergers, acquisitions, and sales involving public and private companies in various industries. He regularly counsels clients regarding corporate governance matters, including in connection with securities, M&A, and takeover defense matters. He also counsels publicly held companies regarding periodic compliance and disclosure matters under federal and state securities laws. Mark has given numerous presentations on legal issues related to audit committees and accounting and auditing matters.

**William J. Pollard**

Partner, Deloitte Financial Advisory Services LLP

Bill is a partner in the Forensic and Investigative Services Practice in Chicago, part of the Deloitte Financial Advisory Services group. He leads and conducts a broad range of forensic accounting and financial fraud investigations for private and public companies, various levels of government, and private individuals. He has 14 years of experience providing forensic accounting services to clients in the manufacturing, retail, financial services, professional services, real estate, construction, gaming, health care, governmental, and not-for-profit industries. The engagements involve complex accounting and financial-related issues, including financial statement manipulation schemes, misappropriation of assets, corruption, bribery, and many other types of white-collar crime investigations. He has written various articles on the topic of fraud, including "Fraud in the Back of the House" for a gaming industry publication, and speaks throughout the country on fraud-related issues.



Elizabeth Porter

Managing Director, Global Corporate Services, NASDAQ OMX

Elizabeth is responsible for the Directors Desk corporate governance solution. Prior to joining NASDAQ OMX, Elizabeth worked for five years in virtual dataroom sales and sales management, first as a regional director of sales for Merrill DataSite at Merrill Corporation, then as a vice president and sales manager at Bowne & Co. for Bowne SmartRoom. Elizabeth began her career in golf, where she was the director of sales and marketing for The Bard Capital Challenge, a small PGA Tour event. She is a graduate of Seton Hall University, and resides in New York City.



Patrick G. Quick

Partner, Foley & Lardner LLP

Pat is a member of the firm's Transactional & Securities Practice and Sports Industry Team. He practices corporate law, with an emphasis in securities law compliance, acquisitions, and takeover defense. He regularly counsels public companies concerning compliance requirements and governance matters and has participated in initial and other public offerings for corporations. Pat also has participated in many complex acquisition transactions, representing both buying and selling parties in a variety of industries. He has been actively involved in the representation of clients doing advance takeover preparedness planning and has counseled clients who have received unsolicited takeover proposals or similar overtures. Pat has been listed in *Chambers USA* from 2005 – 2010. He also has been selected for inclusion in the current edition of *The Best Lawyers in America*^{®*} for corporate law, mergers and acquisitions law, and securities law.



Matthew I. Roslin

Executive Vice President and Chief Legal Officer, Flagstar Bancorp, Inc.

Matt has served as chief legal officer of the bank since April 2004, and as an executive vice president of the company and the bank since 2005. In January 2009, Matt's duties were expanded to include the role of chief administrative officer, with oversight of human resources, internal audit, and corporate administration. In addition, the commercial lending division of Flagstar reports to him. Prior to joining the bank, Matt was executive vice president of MED3000 Group, Inc., a privately held health care management company he joined in 1996 as general counsel. Previously, Matt practiced corporate law, with a focus on mergers and acquisitions and federal securities law, from 1994 – 1996 as an associate with Dewey Ballantine and from 1991 – 1993 as an associate with Jones Day.



Jay O. Rothman

Partner and Chair, Transactional & Securities Practice, Foley & Lardner LLP

Jay is a member of the firm's Management Committee and serves as the chair of the firm's national Transactional & Securities Practice. He practices primarily in the areas of mergers and acquisitions, securities law, corporate governance, takeover defense, and general corporate and business law. Among other transactions, he has structured and negotiated numerous acquisition transactions in various industries and has represented both underwriters and corporate issuers in various public offerings. Jay also regularly counsels publicly held companies regarding governance issues as well as compliance matters under federal and state securities laws. Jay was selected by his peers for inclusion in the 2005 – 2011 editions of *The Best Lawyers in America*®* in the fields of corporate and securities law, and he was included in *Chambers USA: America's Leading Business Lawyers for 2005 – 2011*. He is a frequent speaker on SEC compliance and corporate disclosure and governance matters.



Elizabeth Saunders

Senior Managing Director, FD International, Ltd.

Elizabeth is a senior managing director and head of the Capital Markets Practice at FD, a global network of corporate communications, capital markets, public affairs, and business consulting services. Prior to her role at FD, Elizabeth co-founded in 1997 Ashton Partners, a strategic advisory firm focused on financial communications. Ashton was one of the country's top 15 independent investor relations firms. Elizabeth specializes in building best practices investor relations programs across a wide spectrum of clients. She also serves as senior counsel for business transformation assignments and has actively worked on post-merger communications, CEO transitions, and restructurings for *Fortune* 500 companies, including BP Amoco, Coca-Cola, and Dow Chemical. She is actively involved with Catholic Charities, The Cradle, and the National Investor Relations Institute.



Charles A. Schrock

Chairman, President, and Chief Executive Officer, Integrys Energy Group, Inc.

Charlie's career with the company began in 1979 when he joined Wisconsin Public Service as an associate engineer. Since that time, Charlie has assumed numerous leadership roles, including plant manager – Kewaunee Nuclear Power Plant; senior vice president of generation, senior vice president – Nuclear Management Company (NMC); president of WPS Power Development, Inc.; senior vice president of WPS Resources Corporation; president and chief operating officer of generation at Wisconsin Public Service Corporation; and president of Wisconsin Public Service Corporation. Charlie is on the board of directors of the American Transmission Company (ATC), Association of Electric Illuminating Companies, Edison Electric Institute, and Aegis, Limited. He also is a former Board Member of the Nuclear Management Company.



Paul Smith

Partner, Eversheds LLP

Paul is a partner in international law firm Eversheds, where he has developed a long-standing expertise in advising the in-house legal departments of multi-national companies on partnering with external law firms, introducing cost-control and reduction plans, and implementing compliance and records-retention programs. Much of his experience was acquired while working with DuPont, a pioneer in this field. Paul has been the firm's engagement partner for more than 12 years. He also advised Akzo-Nobel on its global outsourcing and cost-control project, and he established the groundbreaking deal between Eversheds and Tyco, through which Eversheds became sole advisor to the company in EMEA, replacing 285 other law firms. Paul's work in this field was recognized by *Legal Business* magazine when he was awarded "Lawyer of the Year" in 2008.



Peter C. Underwood

Vice President, General Counsel, and Secretary, Regal-Beloit Corporation

Regal-Beloit is a *Fortune* 1000 manufacturer of mechanical and electrical motion control and power generation products serving markets throughout the world. As general counsel, Pete's duties include providing advice and guidance to the board of directors and its committees regarding developments in corporate governance and executive compensation matters. Prior to joining the company, he was a partner at Foley & Lardner LLP, specializing in mergers and acquisitions, securities law, reporting compliance, and corporate governance. Pete received his B.A. from the University of Wisconsin in 1992 and his J.D. from Harvard Law School in 1996.



Jacqueline A. Urban

Senior Vice President, Legal & Claims Practice, Aon Risk Services

Jackie is a claims and coverage attorney with Aon Risk Services based in Chicago. She assists Aon clients and brokers with policy wording and interpretation, claims, and coverage issues, and serves as a claims advocate for clients. Her areas of concentration include the management liability lines, especially D&O, EPL, Fiduciary, and E&O coverages. She has been in the industry for 15 years, the past six with Aon. Prior to joining Aon, Jackie practiced with the law firms of Wilson Elser and Hanson, Peters, Nye focusing on insurance coverage. She graduated from the University of Minnesota and Northwestern University School of Law. She is a member of the American Bar Association, the Chicago Bar Association, and the Professional Liability Underwriting Society.

**Keith E. Wandell**

President and Chief Executive Officer, Harley-Davidson, Inc.

Keith is president and chief executive officer of Harley-Davidson Inc., a position he has held since May 1, 2009. He was formerly the president and chief operating officer of Johnson Controls, Inc., a global manufacturer of automotive, power, and building solutions, and held that position since 2006. Keith previously served as executive vice president of Johnson Controls from 2005 – 2006, corporate vice president of Johnson Controls from 1997 – 2005, president of the Automotive Experience business of Johnson Controls from 2003 – 2006, and president of the Power Solutions business of Johnson Controls from 1998 – 2003. Keith joined Johnson Controls in 1988. He has expertise in international business matters and operations, particularly in manufacturing.

**Latham Williams**

Senior Vice President, Legal Affairs and Administration, and Corporate Secretary, Hudson Highland Group, Inc.

Latham has served as senior vice president, Legal Affairs and Administration, and corporate secretary since February 2007. Prior to that, Latham served as vice president, Legal Affairs and Administration, and corporate secretary since joining the company in April 2003. Before joining the company, Latham was a partner, a leader of the Diversity Practice Group, and a co-leader of the Global Legal Practice in Monster's executive search division. Prior to joining Monster in 2001, he was an equity partner with the international law firm of Sidley Austin LLP from 1993 – 2000, specializing in health care joint ventures, mergers, and acquisitions. Before joining Sidley Austin, Latham was an equity partner in the Chicago-based law firm of Gardner, Carton & Douglas, working with the firm from 1981 – 1993.

**John K. Wilson**

Partner, Foley & Lardner LLP

John is a member of the firm's Transactional & Securities Practice and Energy Industry Team. His practice focuses on mergers and acquisitions, corporate financings, and securities law and general corporate matters. John represents buyers and sellers, both domestically and internationally, in public and private mergers, acquisitions, dispositions, spin-offs, leveraged buyouts, recapitalizations, and other strategic alliances. He provides continuing advice to a number of public companies in a variety of industries regarding federal securities law compliance, disclosure and reporting, corporate governance, and takeover defense matters. *Chambers USA* named John to its list of "Up and Coming" mergers and acquisitions attorneys in Wisconsin in 2010. He also was named to the 2006, 2007, and 2010 lists of Wisconsin Super Lawyers — Rising Stars® for his mergers and acquisitions work.



Samuel J. (Sandy) Winer

Partner, Foley & Lardner LLP

Sandy is a member of the firm's Securities Litigation, Enforcement & Regulation and Transactional & Securities Practices. He has represented audit firms and their partners, public companies and their officers and directors, investment banks, and law firms and their partners in SEC and other governmental and regulatory investigations. He has conducted investigations of financial reporting and related conduct on behalf of various special committees and audit committees of boards of public companies. Sandy has been named to the *Legal Times*' list of "Leading Lawyers" in securities and corporate governance. He also has been selected by his peers for inclusion in *The Best Lawyers in America*^{®*} since 2006, and *Chambers USA* rated Sandy as one of the top securities regulation attorneys in the nation for 2010 and one of the top regionally in the District of Columbia in 2007 – 2009.



John K. Wozniak

Corporate Vice President and Chief Accounting Officer, Motorola, Inc.

John has primary responsibility for SEC reporting, global accounting policy, corporate accounting functions, Sarbanes-Oxley compliance and internal controls, global financial shared services, and finance transformation for Motorola. He also is the finance lead for the company's separation project, which will result in Motorola, Inc. being split into two publicly traded companies, Motorola Solutions, Inc. and Motorola Mobility, Inc. This responsibility includes separating the finance functions, systems, and processes to support both companies and to ensure both companies are public-company compliant at separation. Prior to Motorola, John was a senior manager in Arthur Andersen's Professional Standards Group from 2000 – 2002, where he was responsible for consulting with audit engagement teams on various technical accounting issues, developing and issuing the firm's interpretations of accounting literature, and representing the firm before the FASB, EITF, AcSEC, and SEC.



Scott A. Wrobbel

Managing Partner, Milwaukee Office, Deloitte & Touche LLP

Scott is the managing partner of the Wisconsin practice of Deloitte & Touche, and has spent his entire career working in public accounting. Scott has been the lead audit partner, serving many publicly traded and privately held companies in both the manufacturing and service industries. He also has significant experience in assisting clients with securities offerings, financing matters, and acquisitions. Scott earned a degree in accounting from the University of Wisconsin – Whitewater. He is a member of the American Institute of CPAs and the Wisconsin Institute of CPAs. He also is a director of the United Way of Greater Milwaukee, Junior Achievement of Wisconsin, and the Boys & Girls Clubs of Greater Milwaukee.

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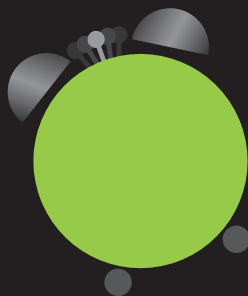
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