



Fifteenth Annual
STANFORD LAW SCHOOL
DIRECTORS' COLLEGE

June 21–23, 2009
at Stanford Law School

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Stanford Law School
Directors' College



RiskMetrics Group

ISS Governance Services
Accredited Director Education Program

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DIRECTORS

StanfordLawSchool



Joseph A. Grundfest

*Co-director, Directors' College 2009; W.A. Franke Professor of Law and Business
Stanford Law School*

Joseph A. Grundfest '78 is a nationally prominent expert on capital markets, corporate governance, and securities litigation. His scholarship has been published in the Harvard, Yale, and Stanford law reviews, and he has been recognized as one of the most influential attorneys in the United States. Professor Grundfest founded the award-winning Stanford Securities Class Action Clearinghouse, which provides detailed, online information about the prosecution, defense, and settlement of federal class action securities fraud litigation. He also launched Stanford Law School's executive education programs, and continues to co-direct Directors' College, the nation's leading venue for the continuing professional education of directors of publicly traded corporations. In addition, he co-directs the Arthur and Toni Rembe Rock Center for Corporate Governance, as well as the Stanford Program in Law, Economics, and Business.

Before joining the Stanford Law School faculty in 1990, Professor Grundfest was a commissioner of the Securities and Exchange Commission, served on the staff of the President's Council of Economic Advisors as counsel and senior economist for legal and regulatory matters, and was an associate at Wilmer, Cutler & Pickering. Early in his career he was a research associate at the Brookings Institution, and an economist and consultant with the RAND Corporation.



Simon M. Lorne

Co-director, Directors' College 2009, Stanford Law School

Vice Chairman and Chief Legal Officer, Millennium Partners, LP

Simon M. Lorne is vice chairman and chief legal officer of Millennium Management LLC, a New York-based multi-strategy hedge fund manager, with primary responsibility for the development, enhancement and oversight of the internal control environment as well as preparation for and attention to the evolving regulatory environment for hedge funds.

Prior to joining Millennium, he was at Munger, Tolles & Olson LLP, Los Angeles, from 1970 to 1993 and again from 1999 to 2004, serving as partner from 1972. Mr. Lorne's practice focused on corporate transactions (mergers & acquisitions, corporate finance, etc.) and corporate governance issues, particularly special committee and audit committee reviews and examinations.

From 1993 to 1996 he was general counsel for the United States Securities & Exchange Commission (SEC). The general counsel is the SEC's principal legal officer. The office advises the Chairman and Commissioners on all aspects of the Commission's activities, including adoption of corporate finance, mutual fund, securities exchange and broker-dealer rules and regulations; prosecution of enforcement cases; relations with the Congress; etc.

Between 1993 and 1996 Mr. Lorne was managing director, Salomon Brothers and Salomon Smith Barney, New York (now Citigroup Global Markets, Inc.) and held a series of positions within the Salomon entities, beginning with Salomon Brothers, then with Travelers Group after its acquisition of Salomon, then with Citigroup after the Travelers-Citicorp merger to form what is now Citigroup. Activities included serving as head of global internal audit (with reporting to the Audit Committee of the Board); member of the Investment Banking screening committee; and organization of the global Citigroup compliance function.

Mr. Lorne received a J.D. (magna cum laude) from the University of Michigan Law School at Ann Arbor and an A.B. (cum laude) from Occidental College, Los Angeles, California. He is the author of one multi-volume treatise, *Acquisitions and Mergers: Negotiated and Contested Transactions in the West Securities Law Series*, one handbook for corporate directors, *A Director's Handbook of Cases*, published by CCH Incorporated, and a number of articles in the popular and legal press. He is also a frequent speaker and lecturer, and has taught at the University of Pennsylvania, University of Southern California, and New York University law schools.



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F. Daniel Siciliano

Co-director, Directors' College 2009; Senior Lecturer in Law and Associate Dean for Executive Education and Special Programs

Stanford Law School

Dan Siciliano '99 is a legal scholar and entrepreneur with expertise in corporate governance, corporate finance, and immigration law. He assumes a variety of leadership roles at the law school, including Associate Dean for Executive Education and Special Programs, co-director of Stanford's Directors' College, and co-originator of the OSCGRS (Open Source Corporate Governance Reporting System) Project. Previously, Siciliano was a teaching fellow for the law school's international LLM degree program in Corporate Governance and Practice and Executive Director of the Program in Law, Economics and Business. He is the senior research fellow with the Immigration Policy Center and a frequent commentator on the long-term economic impact of immigration policy and reform. His work has included expert testimony in front of both the U.S. Senate and House of Representatives.

Prior to joining Stanford Law School, Siciliano co-founded and served as executive director of the Immigration Outreach Center in Phoenix, Arizona. He has launched and led several successful businesses, including LawLogix Group—twice named to the Inc. 500/5000 list. In partnership with Stanford Law Professor Joseph Grundfest '78, Siciliano serves as a governance consultant and trainer to board directors of several Fortune 500 companies. Siciliano is a member of the Academic Council of *Corporate Board Member* magazine.

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KEYNOTE SPEAKERS

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Carol A. Bartz

Chief Executive Officer
Yahoo! Inc.

Carol Bartz is the chief executive officer and a director of Yahoo!. Prior to joining Yahoo!, Bartz served as executive chairman of the board of Autodesk, Inc. In April 2006, she stepped down as president and CEO of Autodesk after fourteen years with the company. During her tenure, the company diversified its product line and grew revenues from \$285 million to \$1.523 billion in FY06.

Bartz previously held positions at Sun Microsystems, most recently serving as vice president of worldwide field operations and an executive officer of the company. Before joining Sun, she held product line and sales management positions at Digital Equipment Corporation and 3M Corporation.

Bartz holds an honors degree in computer science from the University of Wisconsin. She was granted an honorary Doctor of Humane Letters degree from the New Jersey Institute of Technology, an honorary Doctor of Science degree from Worcester Polytechnic Institute and an honorary Doctor of Letters degree from William Woods University.



The Honorable Christopher C. Cox

Former Chairman

United States Securities and Exchange Commission

Christopher Cox was the 28th Chairman of the Securities and Exchange Commission. He was appointed by President Bush on June 2, 2005, and unanimously confirmed by the Senate on July 29, 2005. He was sworn in on August 3, 2005.

During his tenure at the SEC, Chairman Cox made vigorous enforcement of the securities laws the agency's top priority, bringing ground breaking cases against a variety of market abuses including hedge fund insider trading, stock options backdating, fraud aimed at senior citizens, municipal securities fraud, and securities scams on the Internet. He assumed leadership of the international effort to more closely integrate U.S. and overseas regulation in an era of global capital markets and international securities exchanges. He also championed transforming the SEC's system of mandated disclosure from a static, form-based approach to one that taps the power of interactive data to give investors qualitatively better information about companies, mutual funds, and investments of all kinds. In addition, as part of an overall focus on the needs of individual investors, Chairman Cox reinvigorated the agency's initiative to provide important investor information in plain English.

For 10 of his 17 years in Congress, Chairman Cox served in the Majority Leadership of the U.S. House of Representatives. He was Chairman of the House Policy Committee; Chairman of the Committee on Homeland Security; Chairman of the Select Committee on U.S. National Security; Chairman of the Select Committee on Homeland Security (the predecessor to the permanent House Committee); Chairman of the Task Force on Capital Markets; and Chairman of the Task Force on Budget Process Reform.

In addition, he served in a leadership capacity as a senior Member of every committee with jurisdiction over investor protection and U.S. capital markets, including the House Energy and Commerce Committee (as Vice Chairman of the Oversight and Investigations Subcommittee); the Financial Services Committee; the Government Reform Committee (as Vice Chairman of the full Committee); the Joint Economic Committee; and the Budget Committee.

Among the significant laws he authored were the Private Securities Litigation Reform Act, which protects investors from fraudulent lawsuits, and the Internet Tax Freedom Act, which protects Internet users from multiple and discriminatory taxation. His legislative efforts to eliminate the double tax on shareholder dividends — the subject of a thesis he authored at Harvard University in 1977 — led to the enactment in May 2003 of legislation that cut the double tax by more than half.

Chairman Cox also served as Co-Chairman of the Bipartisan Study Group on Enhancing Multilateral Export Controls, which published a unanimous report in 2001. In 1994 he was appointed by President Clinton to the Bipartisan Commission on Entitlement and Tax Reform, which published its unanimous report in 1995.

From 1986 until 1988, Chairman Cox served in the White House as Senior Associate Counsel to the President. In that capacity, he advised the President on a wide range of matters, including the nomination of three U.S. Supreme Court Justices, reform of the federal budget process, and the 1987 stock market crash.

From 1978 to 1986, he specialized in venture capital and corporate finance with the international law firm of Latham & Watkins, where he was the partner in charge of the Corporate Department in Orange County and a member of the firm's national management.

In 1982-83, Chairman Cox took a leave of absence from Latham & Watkins to teach federal income tax at Harvard Business School. He also co-founded Context Corporation, publisher of the English translation of the Soviet Union's daily newspaper, Pravda. In 1977-78, he was law clerk to U.S. Court of Appeals Judge Herbert Choy.

In 1977, Chairman Cox simultaneously received an M.B.A. from Harvard Business School and a J.D. from Harvard Law School, where he was an Editor of the Harvard Law Review. He received a B.A. from the University of Southern California in 1973, graduating magna cum laude after pursuing an accelerated three-year course.

Chairman Cox was born October 16, 1952, in St. Paul, Minnesota. He and his wife Rebecca have three children.



Meredith B. Cross

Director, Division of Corporation Finance

United States Securities and Exchange Commission

Former SEC official Meredith B. Cross has returned to the agency as its new Director of the Division of Corporation Finance.

Ms. Cross comes to the SEC from the Washington D.C. office of WilmerHale LLP, a law firm she joined in 1998 and where she was a partner in the Corporate Practice Group. She previously served at the SEC for several years in the 1990s, ascending to the position of Deputy Director in the Division of Corporation Finance while playing a key role in disclosure-related rulemakings and plain English initiatives for investors.

The SEC's Division of Corporation Finance oversees the disclosures made to investors by more than 12,500 public companies, including registration statements for newly-offered securities, annual and quarterly filings, and proxy materials sent to shareholders before an annual meeting.

Ms. Cross began her previous tenure at the SEC in September 1990 as an Attorney Fellow in the Office of Chief Counsel in the Division of Corporation Finance. She became the Division's Deputy Chief Counsel in 1992 and Chief Counsel in 1993, and was responsible for no-action letters and legal interpretations in the Division on a wide range of matters. Ms. Cross then served as Associate Director of the Division's sections on Small Business and International Corporate Finance, playing an integral role in international disclosure issues and accounting standards for use in cross-border offerings. She became Deputy Director in the Division of Corporation Finance in 1994, a position she held until she left the SEC in January 1998. Ms. Cross received the SEC's Law and Policy Award in 1993 and 1997.

At WilmerHale, Ms. Cross 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. She served as chair or co-chair of WilmerHale's corporate practice group for more than seven years, first at Wilmer Cutler & Pickering and, following the firm's merger with Hale and Dorr, at the combined firm.

Before her previous tenure at the SEC, Ms. Cross worked in private practice in the securities department of King & Spalding in Atlanta. Upon graduation from law school, she clerked for the Hon. Albert J. Henderson of the U.S. Court of Appeals for the Eleventh Circuit. She earned her undergraduate degree, cum laude, from Duke University in 1979, and her law degree in 1982 from Vanderbilt University Law School, where she was a member of the Vanderbilt Law Review and Order of the Coif.



Mark V. Hurd

Chairman and CEO

HP

Mark Hurd joined HP in early 2005 as chief executive officer and president and was named chairman of the board of directors in September 2006.

With the goal of establishing HP as the world's leading technology company, Hurd has sharpened HP's strategic focus and concentrated its investments on three long-term growth opportunities: next-generation enterprise data center architecture and services; technologies for always connected, always personal mobile experiences; and a broad transition from analog to digital imaging and printing across the consumer, commercial and industrial markets.

At the same time, Hurd has improved HP's operating efficiency and execution as well as its financial performance and customer focus. The result has been increasing growth and profitability, greater value for shareholders and customers, and a stronger competitive position in global IT markets. Between the company's 2004 and 2008 fiscal years, HP grew revenue from \$80 billion to \$118.4 billion and more than doubled its earnings per share.

Prior to joining HP, Hurd spent 25 years at NCR Corp., where he held a variety of management, operations, and sales and marketing roles. He was named chief operating officer in 2002 and chief executive officer in 2003. Under his leadership, NCR reignited growth in its core businesses and improved from a net loss of \$2.25 per share in 2002 to net income of \$3.03 in 2004.

Hurd is additionally a member of the News Corp. board of directors.

He earned a bachelor's degree in business administration in 1979 from Baylor University.



Robert Stevens "Steve" Miller

Executive Chairman

Delphi Corporation

Steve Miller is executive chairman of Delphi Corporation, a world leader in electronics and technology to both automotive and non-automotive markets. Mr. Miller previously has been chairman and CEO of Federal-Mogul (auto parts); chairman of Morrison Knudsen (construction); chairman and CEO of Waste Management; president of Reliance Group Holdings (insurance), and chairman and CEO of Bethlehem Steel. He currently serves as a director of Symantec (internet security software) and United Airlines, and previously served as a director of more than a dozen other diverse public and private companies.

Mr. Miller is currently a nominee for director of AIG. He is widely known and respected for his expertise and experience in corporate governance, and for returning troubled companies to competitiveness.

During his early career, Mr. Miller worked for Ford Motor Company for 11 years, and Chrysler Corporation for more than a decade, where he was a principal architect of the Loan Guarantee Act with the U.S. government. He ultimately served as Chrysler's vice chairman responsible for all staff activities, international operations and non-automotive operations. He is a native of Portland, Ore, and earned degrees in economics from Stanford University, law from Harvard University, and an MBA in finance from Stanford Graduate School of Business.



George R. Roberts

Founding Partner

Kohlberg Kravis Roberts & Co.

George R. Roberts is one of the founding partners of Kohlberg Kravis Roberts & Co. (KKR) which specializes in finding, financing, and investing its own capital in management buyouts. Since its inception in 1976, KKR has invested approximately \$420 billion in more than 165 transactions.

Prior to founding KKR & Co., Mr. Roberts was in the corporate finance department of Bear, Stearns & Co. from 1969 to 1976, having become a partner at the age of 29.

Mr. Roberts graduated from Culver Military Academy in 1962; from Claremont McKenna College in 1966; and from the University of California (Hastings) Law School in 1969.

Mr. Roberts has been a director on numerous boards of both public and private companies. He also serves as a director or trustee of several cultural and educational institutions.

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Lon Allan

Chief Executive Officer

National Association of Corporate Directors, Silicon Valley Chapter

Lon Allan has served as an independent director and corporate governance and legal advisor since 1992, following a 20-plus year career as a corporate and securities lawyer in Silicon Valley.

Mr. Allan has been an outside director on the boards of a number of companies, including: NetLogic Microsystems, Inc. (Chair, Governance Committee); Catalyst Semiconductor, Inc. (Chair, Governance Committee; Chair, Compensation Committee); Galvantech, Inc.; Global Motorsport Group, Inc. (Vice Chair of the Board; Chair, Audit Committee); Accom, Inc. (Chair, Audit Committee); Louth Automation, Inc. and Groth Vineyards and Winery. He has also been active on the boards of various professional, philanthropic and civic organizations, including the Silicon Valley chapter of the National Association of Corporate Directors (Chair of the Board); The Harker School (Chair of the Board); KTEH Public Television Channel 54 (Chair of the Board); Villa Montalvo (President of the Board); the Silicon Valley Chapter of the AeA, formerly the American Electronics Association (Legal Consultant to the Executive Committee); the American Bar Association (Chair, Small Business Committee); and the Board of Visitors at Stanford Law School.

In addition to board service, Mr. Allan has been a lecturer on corporate governance issues at the Haas Business School at U.C. Berkeley; the National Association of Corporate Directors; the Investor Responsibility Research Center (IRRC); Directors' Consortium at the University of Chicago, National Taiwan University; the American Lawyer Magazine Board of Directors Training Program and Stanford Directors' College. He has also presented lectures on corporate and securities issues at the American Bar Association and the State Bar of California, and has had articles published by Prentice-Hall Corporation Service, the California Continuing Education of the Bar and Mathew Bender & Co.

Mr. Allan received his J.D. from Stanford Law School in 1968 and his A.B. from the University of Michigan in 1965. In 1969-70, he was Law Clerk to Chief Judge Robert Peckham of the United States District Court in San Francisco.



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Norman E. Allen, Esq.

Senior Managing Director

Carpenter Moore Insurance Services

Norm is Senior Managing Director and a member of the executive team of Carpenter Moore Insurance Services, Inc. He has nearly 15 years experience advising complex and high-profile public companies on executive risk management solutions. In addition to advising clients as a broker, Norm chairs the Carpenter Moore Claims Management Team where he is called upon to provide claims advocacy and to assist clients in negotiating through challenging claims situations. Norm also is a director of Carpenter Moore Insurance Services Ltd., a wholly-owned subsidiary of Carpenter Moore based in London.

Prior to its acquisition by NASDAQ in October 2005, Norm was a partner in privately-held Carpenter Moore, which specialized in executive liability risk management and was founded in San Francisco in 1986. Carpenter Moore is a top ten provider of executive risk management solutions that offers its services to public and private companies, both directly and through a premier network of regional co-brokerage partners.

Norm was a litigator before joining Carpenter Moore, and had a practice focused on complex insurance and corporate litigation for a variety of carriers and companies. Norm earned his J.D. with honors from the University of the Pacific McGeorge School of Law and holds a B.A. cum laude from the University of the Pacific.

Norm is a member of the State Bar of California, the American Bar Association (ABA), and the Bar Association of San Francisco (BASF). He belongs to the ABA Tort & Insurance Practice Section, the BASF Securities Litigation Section, and the BASF Commercial Law & Bankruptcy Section. Norm also serves on the board of the Pacific Alumni Association.



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Robert J. Allan

Founding Partner; Founder

USA China Law Group; Allan Law Group

Robert J. Allan is a barrister and solicitor and an AV rated attorney with over 30 years of international legal experience representing the interests of existing and emerging domestic and international businesses. Mr. Allan provides legal counsel on matters such as corporate law, corporate governance, commercial litigation, global finance and corporate transactions.

Mr. Allan has considerable expertise in corporate compliance and global corporate structures. His ability to understand the nuances of establishing and growing an international business provides him with an exceptional ability to forecast the challenges many businesses face while expanding their international operations. He has advised companies on investment projects ranging from real estate development to creative joint ventures.

Mr. Allan is the co-founder of the USA China Law Group, an organization dedicated to providing legal and strategic business advice to individuals, businesses and corporations looking to establish and grow a business presence in China or the U.S. In September 2008, Mr. Allan authored an article titled “The Conflicted Duty of Chinese Lawyers”, which was published in the *National Law Journal*. Mr. Allan also recently co-authored an article titled “Forensic Sourcing in China,” which outlines strategies for successful compliance with the Foreign Corrupt Practices Act.

Mr. Allan is the exclusive North American representative for Alpha & Leader Group Limited (“AL Group”), founded by Wesley Pan. AL Group, its subsidiaries and affiliates provide professional services for, or related to, the non-performing loan (“NPL”) market in China from their offices in Hong Kong, Guangzhou, Beijing and Shanghai. Mr. Allan works closely with AL Group in China on advising international institutional investors on ways to invest in NPL and other distressed debt in China.

Mr. Allan began his law career at the firm of Bull, Housser & Tupper LLP in Vancouver, British Columbia. He received his Law Degree from the University of British Columbia in 1975, With Distinction. He is admitted to practice in California and in British Columbia. Mr. Allan is a member of the Asia Society, the Pacific Council on International Policy, and the International Bar Association. He currently resides in Malibu, California with his wife and two children.



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Roxanne S. Austin

President

Austin Investment Advisors

Roxanne S. Austin is the president of Austin Investment Advisors, a private investment and consulting firm focused on the technology and media sectors.

Prior to that position, Ms. Austin was executive vice president of Hughes Electronics Corporation and the president and chief operating officer of DIRECTV from June 2001 to December 2003. In that role, she was responsible for all DIRECTV operations in the United States. DIRECTV is the nation’s leading provider of digital television entertainment services. Ms. Austin was also a member of the Hughes Electronics executive and management committees, the company’s top two leadership groups.

Before joining DIRECTV, Ms. Austin was the corporate senior vice president and chief financial officer of Hughes Electronics. As CFO, Austin oversaw all company-wide financial activities, including treasury, mergers and acquisitions, risk management, investor relations, financial accounting and reporting, tax planning and compliance, business planning, financial management information services, internal audit and investment management of employee benefit plans. Prior to assuming her role as CFO, Ms. Austin served Hughes as the company’s senior vice president and treasurer, chief accounting officer and controller. She joined Hughes in 1993.

Before joining Hughes, Ms. Austin was a partner at the accounting firm Deloitte & Touche, where, as a partner, she was a firm-designated specialist in aerospace and defense and had firm-wide responsibility for many industry activities. She served such companies as Hughes, Rockwell, Honeywell and Northrop in a variety of supervisory and consulting roles. Austin was also designated by Deloitte & Touche as a specialist in the area of mergers and acquisitions. She has extensive experience in all phases of the acquisition and disposition process and assisted various companies in numerous financial and strategic transactions.

She serves on the board of trustees of the California Science Center and on the board of directors of Target Corporation, Ericsson, Abbott Laboratories and Teledyne Technologies Incorporated.



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Tanya Beder

Chairman

SBCC Group

With over 25 years of experience in the global capital markets, Ms. Beder founded and served as President of SBCC from 1987 to 1994, returning as Chairman in 2006. During the interim, Ms. Beder held two senior positions in the asset management industry. She was CEO of Tribeca Global Management LLC, a \$3 billion dollar multi-strategy fund with offices in New York, London and Singapore and Managing Director of Caxton Associates LLC, a \$10 billion asset management firm in New York. At SBCC, Ms. Beder heads the global strategy, risk management, derivatives, workout and fund launch practices. Clients include banks, broker dealers, hedge funds, pension funds, mutual funds, insurance companies and corporations from around the world.

Ms. Beder's career includes numerous projects borne from the financial distress of the stock market crashes of 1997, 2001 and 2008; the asset/liability and savings & loan crises of the late 1980s, the derivatives losses of the 1990s (Orange County, Bankers Trust, David Askin's Granite Funds, CMOs, inverse floaters, kitchen sink bonds), the LTCM and currency crises in 1998, and the bursting of the credit bubble and meltdown that started in 2007. Early on in this crisis she was called upon by the Florida State Legislature to assist in the multi-billion dollar run on the Local Government Investment Pool. Currently she assists numerous institutional investors, boards of directors, senior managers, legislators and regulators regarding the liquidity crisis, valuations and losses in the credit space (default swaps, CDOs, CLOs, CBOs, CDSs, ABCP and derivatives). She is called upon frequently to speak on the current state of the markets and how to reengineer market risk, credit risk and operational risk management going forward.

Ms. Beder also served as President of Capital Market Risk Advisors and was a Vice President of The First Boston Corporation (now Credit Suisse) where she focused on mergers and acquisitions in London and New York and then on mortgage-backed securities, derivatives trading and fixed income research.

Ms. Beder is a member of the Board of Directors of the International Association of Financial Engineers where she co-chairs its Investor Risk Committee. From 1998 through 2003 Ms. Beder was Chairman of the Association. *Euromoney* named Ms. Beder one of the top 50 women in finance around the world. While CEO of Tribeca, Absolute Return awarded the prestigious Institutional Investment Manager of the Year Award.

In academia she is on the Advisory Board of Columbia University's Financial Engineering Program and is an appointed Fellow of the International Center for Finance at Yale. Ms. Beder has taught numerous courses on the adjunct faculty of the Yale University's School of Management, Columbia University's Graduate School of Business and the New York Institute of Finance.

She also serves on the National Board of Mathematics and their Applications. She has appeared as an expert before the United States Congressional Subcommittee on Telecommunications and Finance regarding derivatives and leverage, the Organization for Economic Cooperation and Development regarding risk in the global financial landscape, IOSCO regarding valuations, the U.S. Senate Special Committee regarding the Year 2000 Technology Problem and the World Bank and IMF regarding private equity and hedge funds.

Ms Beder was an author of the *Risk Standards for Institutional Investors and Institutional Investment Managers* and has written numerous articles in the financial area that have been published by *The Journal of Portfolio Management*, *The Financial Analysts Journal*, *The Harvard Business Review*, *The Journal of Financial Engineering*, *Probus Publishing*, *John Wiley & Sons*, and *Simon & Schuster*.

Ms. Beder holds a M.B.A. in finance from Harvard University and a B.A. in mathematics from Yale University.



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Lydia I. Beebe

Corporate Secretary and Chief Governance Officer
Chevron

Ms. Beebe is Corporate Secretary and Chief Governance Officer of Chevron Corporation, a position she assumed in 1995. From 2001 to 2005, the company was named ChevronTexaco Corp. Ms. Beebe has worked in various legal capacities for Chevron since 1977. Ms. Beebe serves on the board of directors of the Council of Institutional Investors and the Society of Corporate Secretaries and Governance Professionals. She is past chairman of the Society and the Society's Corporate Practices Committee. She served on the board of directors of the Presidio Trust, to which she was appointed by President George W. Bush, from 2003 until 2008. In addition, from 1991 to 1999, she served on the California Fair Employment and Housing Commission, and was the organization's chairperson from 1995 to 1999. Ms. Beebe serves on the Lincoln Club of Northern California board of directors, the Kansas University Law Alumni board of governors, and the National Judicial College and the Golden Gate University boards of trustees. She is past president and board member and current advisory board member of the Professional Business Women of California, and was a member of the San Francisco Municipal Fiscal Advisory Committee to the mayor for over 10 years. She also serves on the advisory board of Leadership California. Ms. Beebe is a member of the State Bar of California and the American Bar Association. She earned a bachelor's degree in journalism and a doctor of law degree from the University of Kansas and a master's degree in business administration from Golden Gate University in San Francisco.



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Magnus Böcker

President
NASDAQ OMX Group

Magnus Böcker is President of the NASDAQ OMX Group. With over 20 years at the leading edge of the exchange industry, he brings a wealth of experience from the European and international capital markets to NASDAQ OMX.

Böcker has overall responsibility for a number of NASDAQ OMX business areas: Corporate Client Group, Corporate Services, Market Technology, Software Development, Global IT Services, and Carpenter Moore.

During Böcker's tenure as CEO of OMX (2003-08) he strengthened the position of the Nordic region as a part of the international financial market. In a period of three years, OMX integrated seven national exchanges in Northern Europe into one. Today the OMX Nordic Exchange offers trading in cash equities, fixed income and derivatives in Denmark, Finland, Sweden, Iceland, Estonia, Latvia and Lithuania. Over 850 companies now trade on the Nordic Exchange.

Böcker was also crucial in making OMX the world's largest provider of technology solutions for exchanges, clearing organizations, and securities depositories. Under Böcker's leadership, OMX set the benchmark for industry technology; a key recent achievement was the launch of Genium, the Next Generation Technology for the Exchange Industry.

While CEO of OMX, Böcker turned the company around from loss-making back to high profitability; in both 2006 and 2007 OMX reported its highest revenues and highest operating profit ever in company history, with continued operational improvements and increased activity by all business areas.

Böcker has long been an advocate for, and key actor in, the transformation of the global exchange industry. He is a Member of the Board of the World Federation of Exchanges (WFE). He also serves as Chairman of the Board of Dustin Group, and in 2000-06 he was Chairman of Orc Software.

Böcker began his career at OMX in 1986, and has served as Chief Financial Officer, Executive Vice President, Deputy CEO, and President of the OMX Technology division. Previously he was with Ernst & Young. He is a passionate runner with a marathon in his portfolio.



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Michael J. Boskin

T.M. Friedman Professor of Economics & Senior Fellow, Hoover Institution
Stanford University

Michael J. Boskin is T. M. Friedman Professor of Economics and Senior Fellow, Hoover Institution, Stanford University. He is also Research Associate, National Bureau of Economic Research. He served as Chairman of the President's Council of Economic Advisers (CEA) from 1989 to 1993. The independent Council for Excellence in Government rated Dr. Boskin's CEA one of the five most respected agencies (out of one hundred) in the federal government. While at CEA, Dr. Boskin originated NAFTA, introduced emissions trading for SOx into the Clean Air Act, helped resolve the Third World Debt and S&L financial crises and place the first effective controls on government spending. He chaired the highly influential blue-ribbon Commission on the Consumer Price Index, whose report has transformed the way government statistical agencies around the world measure inflation, GDP and productivity. Advisor to governments and businesses globally, Dr. Boskin also serves on several corporate and philanthropic boards of directors, including ExxonMobil Corporation, Oracle Corporation, and Vodafone PLC.

Dr. Boskin received his B.A. with highest honors and the Chancellor's Award as outstanding undergraduate in 1967 from the University of California at Berkeley, where he also received his M.A. in 1968 and his Ph.D. in 1971, all in economics. In addition to Stanford and the University of California, he has taught at Harvard and Yale. He is the author of more than one hundred fifty books and articles. He is internationally recognized for his research on world economic growth, tax and budget theory and policy, Social Security, U.S. saving and consumption patterns, and the implications of changing technology and demography on capital, labor, and product markets. His op-eds appear regularly in the *Wall Street Journal* and other leading newspapers. He also writes a column on global economics syndicated in 145 countries.

Dr. Boskin has received numerous professional awards and citations, including Stanford's Distinguished Teaching Award in 1988, the National Association of Business Economists' Abramson Award for outstanding research and their Distinguished Fellow Award, the Medal of the President of the Italian Republic in 1991 for his contributions to global economic understanding, and the 1998 Adam Smith Prize for outstanding contributions to economics.



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Duke Bristow

Director, Landec Corporation

Associate Professor of Clinical Finance and Business Economics, USC Marshall School of Business

Duke K. Bristow, Ph.D. has served as a director at Landec Corporation since September 2004. Dr. Bristow has academic appointments with the Marshall School of Business at the University of Southern California ("USC") and with the Henry Samueli School of Engineering at the University of California, Los Angeles ("UCLA"). He teaches engineering economics at UCLA where he has been an economist since 1995. His research focus is corporate governance, entrepreneurship and corporate finance. In August 2006, he began teaching finance at USC. His research focuses on corporate governance, corporate finance and entrepreneurship. Dr. Bristow is director of the BizWorld Educational Foundation and is an advisor to a number of private and public organizations. Previously, he was with Eli Lilly & Company, a leading life science firm, for ten years. He held management positions in the pharmaceutical, medical device and diagnostics divisions and in corporate finance. He holds a B.S. in Chemical Engineering from Purdue University, an MBA from Indiana University, and his Ph.D. in Financial Economics from UCLA.



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David M. Brodsky

Partner, Litigation Department

Latham & Watkins LLP

David M. Brodsky is a partner in the New York office of Latham & Watkins, and Co-Chair of the Securities Litigation and Professional Liability Practice Group. Prior to joining Latham & Watkins, Mr. Brodsky served as Managing Director and General Counsel – Americas at Credit Suisse First Boston (CSFB) from 1999 to 2002, and was chairman of the Litigation Department of Schulte Roth & Zabel from 1980 to 1999.

With more than 30 years trial experience as both a federal prosecutor and private practitioner, Mr. Brodsky's practice focuses primarily on securities litigation with particular focus on securities class actions, SEC and other regulatory investigations and enforcement actions, and white collar criminal inquiries and prosecutions.

In recent years, in publicly-reported matters, he has represented Agria Corp., Cambrex, CIBC, Cowen & Company, DeutscheBank, E&Y, Emcor, Footstar, Hecla Mining Corp., Nash Finch Company, Morgan Stanley, and Société Générale, and the senior executives of many public companies. In enforcement and other private matters, he has represented numerous Audit Committees, Boards of Directors, and officers, including CEOs, CFOs, and General Counsel, of publicly-traded and privately-held companies, both domestic and foreign.

Mr. Brodsky is a Fellow of the American College of Trial Lawyers and a life member of The American Law Institute. He has consistently been named by *Chambers & Partners* as one of the best business lawyers in the United States in securities litigation, "bet-the-company" litigation, white-collar criminal litigation and enforcement matters. He is also recognized as a Tier 1 "Star" securities litigator in the *Euromoney Institutional Investor Benchmark: Litigation 2009* guide. He has also been cited as a leading attorney in the US Legal 500 Litigation Guide for White Collar defense.

Mr. Brodsky is a frequent lecturer in forums on shareholder class actions, securities enforcement, both civil and criminal, internal investigations, corporate attorney-client privilege, corporate ethics, and the roles of audit committees and boards of directors in crisis management in programs sponsored by the Association of the Bar of the City of New York, Practicing Law Institute, American Lawyer Conferences, Sedona Conferences, American Conference Institute and the Conference Board Member Magazine.

Mr. Brodsky is a member of the New York and District of Columbia Bars, and is admitted to practice before the United States Supreme Court, the Courts of Appeals for the Second, Third and D.C. Circuits, and before the United States District Courts for the Southern and Eastern District of New York and the Northern District of Texas.



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Sara Brody

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Sara Brody is a partner in the firm's San Francisco office and is global co-chair of the firm's Securities Litigation Practice group. She has extensive experience in securities litigation, defending issuers, officers, directors, underwriters and venture capital firms in shareholder class actions and derivative actions in state and federal courts throughout the United States. Ms. Brody won one of the Top Ten Defense Verdicts of 2002, as selected by *The National Law Journal*. She is listed as one of the leading California litigators in the 2005, 2006 and 2007 editions of *Chambers & Partners' America's Leading Business Lawyers* and by the *Daily Journal* as one of the Top Thirty Securities Litigators in California. She regularly represents companies and individuals in matters involving Securities and Exchange Commission and self-regulatory organizations such as the National Association of Securities Dealers. She has written articles and lectures on a wide range of securities litigation topics in legal and business forums across the country. Ms. Brody also has extensive experience in conducting internal investigations and counseling clients on disclosure issues.



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Timothy W. Burns

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Timothy W. Burns is a partner at Perkins Coie LLP. He is the former Co-chair of the Insurance Coverage Litigation Committee of the American Bar Association. Tim is favorably ranked in the 2006 (Illinois), 2007 (recommended in “Insurance” nationally) and 2008 (Band 2 – nationally) editions of *Chambers USA: America’s Leading Lawyers for Business*. According to the publication, Tim “shines brightly in the sensitive and complex area of D&O [directors’ and officers’] insurance,” and corporate interviewees for the publication agreed that he “is probably the best counselor in the business for the procurement of this insurance . . . and is a real client magnet in this specialized field.” Tim also is listed in *The International Who’s Who of Insurance & Reinsurance Lawyers* and as one of the nation’s top thirty policyholder-side insurance lawyers in the *Executive Counsel Shortlist*. Tim has developed a nationally prominent D&O insurance practice. He advises clients on all aspects of D&O insurance, including counseling them with respect to the D&O insurance aspects of securities and derivative litigation and government investigations, initial public offerings, spin-offs, mergers and acquisitions, and bankruptcies. Tim’s practice also includes representing corporate policyholders in their disputes and litigation with their insurance carriers. He has represented major policyholders in insurance coverage litigation since 1992. Tim graduated from Weber State University and the University of Missouri School of Law, both in 1991. He was a member of the Order of the Coif and the associate managing editor of the *Missouri Law Review*. He graduated with highest honors. Tim then served as a law clerk to Circuit Judge George G. Fagg on the United States Court of Appeals for the Eighth Circuit.



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Stuart Cable

Partner

Goodwin Procter LLP

Stuart Cable represents as outside general counsel public and private companies involved in technology, software, life sciences, professional and business services, alternative energy and financial services. Mr. Cable also represents private equity and venture sources investing in such companies and investment banks serving such industries. He served as chair of Goodwin Procter’s Corporate Department (1991-1995), chair of the Hiring Committee (1987-1990), and a member of the Executive Committee (1996-1998) and the Allocations Committee (1995-2000). Mr. Cable currently chairs the firm’s Incubator Initiative and leads the firm’s initiative in expanding into Asia.

Mr. Cable represents as outside general counsel a number of public companies, where he counsels Boards of Directors and management teams on corporate governance, disclosure, compensation and securities law matters.

Mr. Cable’s transactional practice is focused on mergers and acquisitions, private equity recapitalizations, venture capital private placements and corporate finance.

Mr. Cable serves as a member of the President’s Leadership Council at Dartmouth College and as Chairman Emeritus of the Buckingham Browne & Nichols School. He also serves as a member of the Board of Fellows of the Harvard Medical School.

Mr. Cable frequently lectures in the fields of corporate governance and mergers and acquisitions at MIT’s Sloan School of Management, the Tuck School of Business Administration at Dartmouth College and the Institute of Outstanding Directors. He has responsibility for directing Goodwin’s annual Directors’ Forum. Mr. Cable is listed annually in *The Best Lawyers in America*, and in *Chambers USA: America’s Leading Lawyers for Business* (Corporate/M&A – Tier 1).



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Frank V. Cahouet

Retired Chairman, President and Chief Executive Officer; Board Member
Mellon Financial Corporation; Teledyne Technologies Incorporated

Frank V. Cahouet is retired chairman, president and chief executive officer of Mellon Financial Corporation, where he served in that capacity from 1987 through 1998. Throughout his tenure at Mellon, Mr. Cahouet was responsible for a series of innovative moves that positioned the Corporation for superior growth. Among these strategic moves were the formation of Grant Street National Bank, which improved Mellon's asset quality in the late 1980's; the key acquisitions of PSFS in 1990 and The Boston Company in 1993; and the historic merger with The Dreyfus Corporation in 1994.

Before joining Mellon, Mr. Cahouet served as president and chief operating officer of the Federal National Mortgage Association (Fannie Mae) from 1986 to 1987, and as chairman, president and chief executive officer of Crocker National Bank from 1984 to 1986. Prior to his position at Crocker, Mr. Cahouet was a vice chairman, chief financial officer and a member of the Office of The Chairman of Security Pacific National Bank. He joined Security Pacific in 1960 and served there for 24 years.

Mr. Cahouet, a native of Boston, is a graduate of Harvard University and Wharton Graduate School of Finance of the University of Pennsylvania.

Mr. Cahouet serves as a trustee of Carnegie Mellon University and is Trustee Emeritus of the University of Pittsburgh. He is on the board of regents of Saint Vincent Seminary. He is the founding chairman and director of the Pittsburgh Regional Alliance and also a member of the board of trustees for the Historical Society of Western Pennsylvania and a council member of The Pennsylvania Society. He serves on the boards of Teledyne Technologies, Inc., Thousand Oaks, CA and the Audia Group, Washington, PA. He is a director of The Heinz Endowments and Chairman of their Investment Committee as well as The World Affairs Council of Pittsburgh and is director emeritus of Extra Mile Education Foundation. In addition, he serves on the Advisory Board of the Little Sisters of the Poor.



William Campbell

Chairman, Board of Directors
Intuit, Inc.

Bill Campbell assumed his role as chairman of the board of directors at Intuit in August 1998. He previously served as Intuit's president and chief executive officer from 1994 to 1998 and as chief executive officer from September 1999 until January 2000.

During Campbell's tenure, the company's market value grew from approximately \$700 million to nearly \$3 billion as Intuit solidified its position as the clear leader in tax, personal finance and small business accounting software. During that time, the company also invented a new class of Web-based finance businesses delivered through Quicken.com, Intuit's Web site.

For the three years prior to joining Intuit, Campbell was the president and chief executive officer of GO Corp., a pen-based computing software company. Previously, he founded and served as president and chief executive officer of Claris Corp., which was purchased by Apple Computer Inc. in 1990.

Before starting Claris, Campbell was Apple's executive vice president, group executive of the United States. He joined Apple in July 1983 as vice president of marketing and added the title of vice president of sales in January 1984. In September 1984, his duties were expanded to include distribution, service and support when he was promoted to executive vice president. In June 1985, Campbell was named group executive of the United States. Campbell joined Apple from Eastman Kodak Co. where his last assignment was general manager of consumer products for Kodak Europe. Prior to joining Kodak, he was vice president of J. Walter Thompson, a New York-based advertising agency.

Before entering the technology industry, Campbell was the head football coach at Columbia University for six years, and was recently appointed to the university's Board of Trustees. He is also a director of the National Football Foundation and Hall of Fame. In August 1997, he was appointed to the board of directors at Apple. Campbell holds a bachelor's degree in economics and a master's degree from Columbia University.



Alec Y. Chang

Partner, Antitrust and Trade Regulation
Skadden, Arps, Slate, Meagher & Flom LLP

Alec Chang handles antitrust counseling and litigation matters related to a broad range of industries.

Mr. Chang has represented a number of major corporations in connection with antitrust investigations of merger, acquisition and joint venture transactions (both consensual and contested).

He also appears frequently before the U.S. Department of Justice, the Federal Trade Commission and state antitrust authorities.

Mr. Chang advises corporate clients on other antitrust and competition matters such as the development and implementation of compliance programs, proposed business plans and strategies, as well as intellectual property matters with antitrust implications. Mr. Chang also has represented corporate clients in connection with criminal and civil investigations including nonpublic investigations of consummated mergers.



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Collette D. Chilton

Chief Investment Officer
Williams College

Collette D. Chilton is the Chief Investment Officer for Williams College. She is responsible for the investment of approximately \$1.8 billion in assets held by the Williams College endowment.

From 1996 to 1998, Ms. Chilton served as Chief Investment Officer of the \$30 billion Pension Reserves Investment Management (“PRIM”) Board, which invests the assets of the public employees’ and teachers’ retirement systems in Massachusetts. She held a similar position with the Massachusetts State Teachers and Employees Retirement Systems (“MASTERS”) Trust from 1993 until PRIM and MASTERS merged in 1996. Prior to 1993, Ms. Chilton was in investment banking with the First National Bank of Boston and Citicorp Investment Bank.

Ms. Chilton recently joined the Dartmouth College Investment Committee as a non-Trustee member. Ms. Chilton also is a member of the board and chairman of the nominating committee of the Center for Private Equity and Entrepreneurship at Dartmouth. In addition, Ms. Chilton has been a Visiting Fellow in Private Equity at the Amos Tuck School of Business since 1998. Ms. Chilton also is a board member and former chairman of the investment committee of the International City/County Management Association (“ICMA”) Retirement Corporation, a not-for-profit retirement savings investment company.

Ms. Chilton graduated from the University of California, Berkeley, with a Bachelor of Science degree in Political Economy of Natural Resources. She received a Masters of Business Administration from the Amos Tuck Graduate School of Business at Dartmouth College.



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Raman Chitkara

Global Semiconductor Industry Leader
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Raman leads PricewaterhouseCoopers’ Global Semiconductor Practice. He has spent more than 23 years in the Silicon Valley office working extensively with semiconductor, software, computer and peripherals, and other high technology clients, and has experience with accounting issues with technology companies at all stages of growth and business cycles. His clients include companies from start ups to multi-billion dollar multi-national corporations. He has led initial public offerings of several U.S. and non-U.S. based technology companies. His consultations have included numerous international structuring and accounting questions related to public and private companies. He has authored several white papers and thought leadership documents relating to stock compensation and financial reporting matters impacting semiconductor companies. Raman was also a member of the AICPA’s Task Force for the Valuation of Privately Held Company Equity Securities.



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Bruce R. Chizen

Senior Industry Adviser; Board Member

Permira Funds; Oracle Corporation, Synopsis, Inc. and Voyager Capital

Former Adobe Systems, Inc. Chief Executive Officer Bruce Chizen's customer-focused vision transformed Adobe into one of the world's largest and most diversified software companies in terms of revenue, global reach and breadth of products. As CEO from 2000 to 2007, Chizen tripled Adobe's revenue and turned a company known mainly for its popular design products into one of the most significant forces in the software industry.

Prior to becoming CEO, Chizen was executive vice president of worldwide products and marketing. At Adobe since 1994, he was previously vice president and general manager of both the professional graphics division and Adobe's consumer division.

From 1980 to 1983, he worked in Mattel Electronics' merchandising group, helping grow it to a \$500 million business. In 1983, Chizen joined Microsoft Corporation eventually becoming the company's eastern region sales director. In 1987, he joined Claris Corporation, a subsidiary of Apple Computer, Inc., as a founding senior manager and later held positions as vice president of sales and worldwide marketing before becoming vice president and general manager of Claris Clear Choice.

Chizen is currently a Senior Industry Adviser for private equity firm Permira Funds. He currently serves on the boards of Oracle Corporation and Synopsis, Inc., as well as on the advisory board of Voyager Capital. In addition he serves on a number of non-profit boards.



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Melanie S. Cibik

Vice President, Associate General Counsel and Assistant Secretary

Teledyne Technologies Inc.

Melanie S. Cibik is the Vice President, Associate General Counsel and Assistant Secretary of Thousand Oaks, CA-based Teledyne Technologies Incorporated (NYSE: TDY), a company focused on sophisticated electronic subsystems, instrumentation and communications products, engineered systems, aerospace engines and energy and power generation systems, with annual sales of over \$1.8 billion. Melanie oversees Teledyne's SEC periodic reports and filings, its corporate secretariat office and its corporate governance programs, regularly interfacing with Teledyne's Board of Directors and its standing committees. Melanie bears legal responsibility for Teledyne's active M&A pursuits. She also manages Teledyne's environmental risk management and export compliance programs. Melanie is a member of Teledyne's intellectual property committee. Melanie began her legal career at Taft Stettinius & Hollister (Cincinnati, OH), followed by legal positions at Kirkpatrick & Lockhart (Pittsburgh, PA), PNC Bank Corp. (Pittsburgh, PA) and Allegheny Teledyne Incorporated (Pittsburgh, PA). In 1981, Melanie's graduated cum laude from Georgetown University's College of Arts and Sciences, majoring in Government-International Relations, minoring in Economics and becoming a member of both the Phi Beta Kappa and Alpha Sigma Nu honorary societies. Melanie received her law degree from the University of Pittsburgh's Law School in 1984, having been a member of its Law Review. She is a member of the Ohio and Pennsylvania bars and is registered as an In-House Counsel in California. Melanie has participated as an export compliance lecturer/panelist at several compliance seminars sponsored by the American Conference Institute and The Center for American and International Law.



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Peter C. Clapman

President & Chief Executive Officer

Governance for Owners USA

Peter C. Clapman retired as Senior Vice President & Chief Counsel for TIAA-CREF in 2005 after 32 years. He was its chief investment lawyer and headed its corporate governance program. Business Week cited TIAA-CREF at the time of his leadership as the most influential investor corporate governance program in the United States and globally.

He is active in many organizations specializing in corporate governance. He is a Board member of the National Association of Corporate Directors (NACD), and on NACD Blue Ribbon Commissions which recommended best practices on significant corporate governance issues.

He is on the advisory boards of the Yale Millstein Center for Corporate Governance Policy, and similar programs at Duke and Delaware. He is a member of the Stanford Law School Institutional Investor Forum, and teaches at its Directors College. In 2007, the Stanford Forum issued the “Clapman Committee Report” which recommending best practices for institutional investors. He was appointed by the NY State Comptroller to the Pension Fund Task Force in 2008, which advises on fund governance and best practices to enhance transparency and accountability.

He is the Independent Chairman of the AARP Mutual Funds Board of Trustees, and chairs its Corporate Governance Committee. He is the Vice Chairman of the Conference of Fund Leaders a joint initiative of the Yale Center and Mutual Funds Directors Forum. He is on the Board and the Governance Committee of iPass, a public company listed on NASDAQ.

He is on the NASDAQ Listing Council and former member of advisory committees of the London Stock Exchange and the NYSE. He is also Chairman of the IRRIC Institute, a research organization focused on corporate governance and corporate responsibility. He is a member of the Risk Metrics Governance Leadership Council.

He is a partner of Governance for Owners LLP, the UK based investment organization, which offers global investment and governance products and services to institutional investors, and is President and CEO of its US corporate governance operations.

The International Corporate Governance (ICGN) gave him the ICGN 2005 Award for his significant achievements in corporate governance and his contributions to improve global corporate governance standards. He was the Chairman of the ICGN from 1999-2002, and led the organization through its major expansion of activities and enhanced reputation. He was in the Smart Money magazine list of the 30 individuals having the most investment influence for his work in corporate governance and profiled by The *Financial Times* for his role in global corporate governance.

He is a keynoter, featured speaker and frequent panelist at numerous programs on global investment and corporate governance. He has written extensively on governance issues, most recently, “Shareholders: Be Careful What You Wish For” in the *Directors & Boards Annual Report 2008* issue.

Mr. Clapman is a graduate of Princeton University, and earned the J.D. degree from Harvard Law School. He was elected a member of the American Law Institute (ALI) in 1993.



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Joseph W. Cotchett

Partner

Cotchett, Pitre & McCarthy

Joseph W. Cotchett is considered by plaintiffs' and defense attorneys alike to be one of the Nation's best trial lawyers and The National Law Journal has consistently called him one of the 100 Most Influential Lawyers in America. He is a partner at Cotchett, Pitre & McCarthy on the San Francisco Peninsula and Los Angeles.

In the 1970s, Mr. Cotchett brought early environmental lawsuits to save the California coast along with numerous consumer actions which were groundwork for some of our present consumer laws in California. In the 1980s, he won multi-million dollar verdicts and settlements for investors in white-collar fraud cases, such as the collapse of the Technical Equities Corp. In the 1990s, Mr. Cotchett was the lead trial lawyer in the Lincoln Savings & Loan case - involving Charles Keating. After a four month trial, he won one of the largest jury verdicts then recorded on behalf of 23,000 elderly citizens - \$3.3 billion and settlements from lawyers, accountants and other professionals who were defendants along with Keating.

His primary focus over the past several years has been financial fraud cases on behalf of shareholders and public pension funds. His book, *The Ethics Gap* written in 1990, was a precursor of today's financial climate. He has taken on Wall Street firms for their role in the Enron, Worldcom, and other major financial frauds.

Mr. Cotchett has won numerous jury verdicts and settlements in major anti-trust actions, securities fraud and qui tam suits. He has served as defense counsel, as well, in several cases, including the now famous Gallo Wine case, a major trade dress infringement case, as well as First Amendment cases, including defending Consumers Union in trials involving disparagement suits by Isuzu and Suzuki. He has tried more than 100 cases to verdict in 41 years of practice and has lectured at numerous law schools around the country.

He is active in environmental matters, serving as the past Chair of the California State Parks Commission and as a legal advisor to numerous environmental groups. His most recent book is *The Coast Time Forgot* - the historical guide to the California Coast from San Francisco down to Santa Cruz. He has authored several books, including *California Courtroom Evidence*, *Federal Courtroom Evidence*, and others on trial practice. He received an engineering degree from California Polytechnic State University and his J.D. from the University of California Hastings College of Law. He is a Fellow of the American College of Trial Lawyers; The International Academy of Trial Lawyers; The International Society of Barristers and the American Board of Trial Advocates. He served on the California State Bar Board of Governors, Public Citizen in Washington, D.C., and several State Commissions. A former Colonel in the Army Reserves in both JAG and Airborne Special Forces, he continues to assist veterans.

Most recently, his Cotchett Foundation has contributed to children's causes including assisting teachers to work with inner city children on math and science in a special program at Cal Poly funded by the Foundation.



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Alan R. Crain

Senior Vice President and General Counsel
Baker Hughes Inc.

Alan Crain has advised Fortune 500 companies in legal and business matters throughout the world for 30 years. He began his career with a private law firm in Washington, D.C. and has been General Counsel of three Fortune 500 multinationals. He is currently Senior Vice President and General Counsel of Baker Hughes Incorporated, a technology and services company operating in over 90 countries. At Baker Hughes, Alan has global responsibility for all Legal Affairs and Government Relations. He is a member of the company's five person Executive Leadership Team and provides counsel to the Chairman of the Board & CEO as well as the Board of Directors and all of its committees.

Alan is also on the Board of Directors of Mariner Energy, Inc. a NYSE company engaged in the exploration, development, and production of oil and gas. Alan serves on the Governance & Nominating Committee, the Compensation Committee and the Audit Committee. He is a frequent speaker on corporate governance matters and issues facing boards of directors.

Alan has over 20 years experience serving as an arbitrator in a broad range of domestic and international cases. He was an adjunct Professor of Law at the Law Center of University of Houston for 10 years. He has been Chairman of the World Affairs Council of Houston, the Houston Committee on Foreign Relations and has served as a member of the Executive Board of the Philadelphia Committee on Foreign Relations and the Board of Directors of the Philadelphia World Affairs Council.

He currently serves on the Board of Directors of the University of Houston Law Foundation, the Institute of International Education (Southern Region), the Asia Society of Houston, the World Affairs Council of Houston, the Institute for Transnational Arbitration and the Executive Board of the ABA's Center for Human Rights. Alan has been admitted to practice law in Pennsylvania, Maryland, Texas, the District of Columbia and before numerous Federal Courts. He has served as Chairman of both the Corporate Counsel and the International Law Sections of Texas. In addition to his law degree, Alan earned B.S. and M.S. degrees in Engineering and a M.B.A.



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Partner
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Mr. Currie is a member of Davis Polk & Wardwell's Corporate Department and practices in the Menlo Park office. He represents technology companies and their investors and advisers in mergers and acquisitions, strategic alliances and capital formation transactions, as well as in matters of corporate governance and securities law compliance. He also represents a number of funds for their fund formation matters. He is a founder of Davis Polk's Menlo Park office and has also been active in the formation and operation of the firm's Global Technology Group.

Mr. Currie has represented a number of technology and other companies in merger and acquisition, capital markets and corporate governance matters, including Cadence Design Systems, Inc., Mercury Interactive Corporation, TheraSense, Vitesse Semiconductor, the CNET Special Committee, Callidus Software and Robert Mondavi Corporation. Mr. Currie's foreign client representation in merger and acquisition transactions includes Domaines Baron de Rothschild and Banco Santander Centro Hispano.

Mr. Currie joined Davis Polk in 1999 after 15 years as a partner at Wilson Sonsini Goodrich & Rosati, where he served on the Executive Committee.

Mr. Currie graduated, magna cum laude, from Harvard College in 1972 and in 1975 received his J.D. from Harvard Law School. He attended the Institute d'Etudes Politiques in Paris and speaks fluent French. He is admitted to the bar of California.



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Gordon K. Davidson

Firm Chairman and Partner, Corporate Group
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Mr. Davidson is a partner in the Corporate Group and Chairman of Fenwick & West LLP. His practice focuses on corporate governance, corporate finance and strategic transactions, primarily for technology and life sciences companies. Mr. Davidson's corporate clients range from start-ups to Fortune 1000 companies. He also represents venture capital investors and investment banks. He has worked on over 40 initial public offerings and has acted as lead counsel on over 100 mergers and acquisitions valued at more than \$50 billion.

Mr. Davidson has spoken on corporate governance issues at the Stanford Directors College, lectured on venture capital investments at the Stanford Law School, the Stanford Business School and the Haas Business School, and chaired the Practising Law Institute programs on Private Placements and Mergers & Acquisitions of High Technology Companies.

Mr. Davidson was recognized by the *National Law Journal* in 2000 and 2006 as one of the 100 Most Influential Lawyers in America, by *Upside Magazine* in October 2001 as one of "100 People Who Changed Our World," by *California Lawyer Magazine* in August 2004 as one of the ten best corporate lawyers in California, by *San Francisco Magazine* in August 2004 as one of the ten best lawyers in Northern California, by *Forbes Magazine*'s "Midas List" as one of the top 100 venture capital deal makers (2001 and 2004-2007) and by *Chambers USA* in its first tier of Corporate/M&A attorneys in the U.S. He is one of only two lawyers in the United States to be named by BTI Consulting to its "All Star Team" for five years for outstanding client service based on a survey of Fortune 1000 companies.

Mr. Davidson received his J.D. from Stanford Law School, Order of the Coif, in 1974; his M.S. from Stanford University in 1971 in electrical engineering and computer systems as a National Science Foundation Fellow; and his B.S. in electrical engineering in 1970 at Stanford University, Phi Beta Kappa. Following law school, he was a law clerk for Judge Ben C. Duniway in the United States Ninth Circuit Court of Appeals in San Francisco.



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James F. Duffy

Interim Chief Executive Officer; Board Member
NYSE Regulation, Inc.

James F. Duffy is the Interim Chief Executive Officer and a member of the Board of Directors of NYSE Regulation, Inc. NYSE Regulation is the subsidiary of NYSE Euronext responsible for regulation of its three securities markets in the U.S. - the New York Stock Exchange, NYSE Arca and NYSE Amex. Jim assumed this role in March 2009, when his predecessor, Rick Ketchum, succeeded Mary Schapiro as Chief Executive Officer of the Financial Industry Regulatory Authority (FINRA). In his present role, Jim also serves as a member of the FINRA Board of Governors. Previously Jim was an Executive Vice President and the General Counsel of NYSE Regulation. Since joining the New York Stock Exchange in 1999 as Deputy General Counsel, Jim has been extensively involved in both domestic and international listings matters, market regulation and market structure issues. Jim was centrally involved in the formulation of the NYSE's expanded corporate governance listing standards, and in the changes to NYSE's own governance structure as well. He also worked extensively on the NYSE's demutualization merger with Archipelago in 2006, NYSE Group's combination with Euronext in 2007, the 2007 consolidation of NYSE Member Firm Regulation with the NASD to create FINRA, and the acquisition of the American Stock Exchange by NYSE Euronext in 2008.

Prior to moving to the NYSE, Jim served for ten years as General Counsel of the American Stock Exchange. Earlier he practiced corporate and securities law on the legal staff of GTE Corporation, and with the firm of Lord, Day & Lord in New York.



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Daralyn J. Durie

Partner

Durie Tangri Page Lemley Roberts & Kent LLP

Daralyn Durie has been chosen by *The American Lawyer* as one of the top 50 litigators under age 45 in the United States and selected by the *Daily Journal* as one of the top 100 lawyers and one of the top 50 intellectual property lawyers in California.

Daralyn successfully defended Comcast Cable Communications, Inc. in the Eastern District of Texas against a \$2.2 billion dollar patent infringement claim brought by Caritas and won summary judgment on Comcast's behalf against patent infringement claims brought by Finisar Corporation in the Northern District of California. Daralyn currently represents companies such as Genentech, PG&E and Impax Laboratories in patent litigation.

Daralyn has also handled several nationwide and international class actions, including defending Google against allegations of "click fraud" and the settlement of claims of copyright infringement arising from Google's program of scanning works in major library collections. She also defended Gap, Inc. against claims brought on behalf of fifty thousand garment workers arising out of factory conditions in Saipan. She recently won summary judgment on behalf of Gap in a pair of cases brought by companies alleging that they had entered into franchise relationships in the Middle East. Daralyn has also represented various law firms in professional liability matters.

Following law school, Daralyn clerked for the Honorable Douglas Ginsburg on the United States Court of Appeals for the District of Columbia Circuit. She then began work at Kecker & Van Nest as an associate, and became a partner of the firm in January 1999. Daralyn co-founded Durie Tangri in 2009.

Daralyn is the past program chair and a member of the Board of Directors of the Northern California Association of Business Trial Lawyers, a former co-chair of the Lawyer Representatives to the Ninth Circuit Judicial Conference, and serves as a court-appointed Early Neutral Evaluator for the Northern District of California. She is a co-author of a two-volume practice guide on California civil trials.

In high school, Daralyn was the Canadian national independent school debate champion. She and Mark Lemley, as partners at Stanford, had the distinction of being demolished by the English National Champion Oxford debate team their freshman year.

Daralyn received her A.B., Stanford University, Human Biology and Comparative Literature, 1988; her M.A., University of California, Berkeley, Comparative Literature, 1989; and her J.D., Boalt Hall, University of California, Berkeley, 1992.



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John C. Dwyer

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John C. Dwyer is a partner in the Cooley Godward Kronish Litigation department. He joined the Firm in July 1998, is resident in the Palo Alto office, and serves on the Firm's Management Committee.

Mr. Dwyer's practice includes a variety of litigation, negotiation and counseling services in both civil and criminal matters. He has developed substantial expertise in numerous areas, including securities law; officer and director liability matters; mergers and acquisitions litigation; antitrust; white collar litigation; professional liability matters; mail and wire fraud; False Claims Act; and unfair competition claims.

Mr. Dwyer has successfully defended numerous companies and their officers and directors in actions arising from corporate acquisitions and other major corporate transactions. He has extensive experience handling such cases in Delaware courts as well as other courts around the country.

In addition to representing clients in federal and state courts, Mr. Dwyer regularly advises public and private companies and their officers and directors on a broad range of issues regarding fiduciary duties, disclosure matters, litigation strategy and compliance matters. He has also conducted numerous special investigations into allegations of possible misconduct on behalf of corporate boards and board committees.

Representative clients include Adobe Inc., Brocade Communications Systems Inc., Ernst & Young LLP, Genencor International Inc., Gilead Sciences Inc., Morrison & Foerster LLP, NVIDIA Corporation, Pacific Gas & Electric Company, and Power Integrations Inc.

Mr. Dwyer was named among the 2008 Lawdragon's list of 100 Lawyers You Need to Know in Securities Litigation, named in the fifth annual *Chambers USA: America's Leading Lawyers for Business*, and named as one of Northern California's "Super Lawyers" in 2007 and 2008. In 2005, Mr. Dwyer was named California Lawyer of the Year in securities law by *California Lawyer* magazine. The award was in recognition of, among other things, Mr. Dwyer's successful defense of an enforcement action brought by the Securities & Exchange Commission against Siebel Systems, Inc. and two of its officers in the first contested action seeking the enforcement of the SEC's Regulation FD. Also in 2005, a major pro bono litigation brought and won by Mr. Dwyer on behalf of legal immigrants against the United States Department of Justice and Department of Homeland Security was recognized by the National Law Journal as one of the top four pro bono cases nationally.

Prior to joining the Firm, Mr. Dwyer served from January to December 1997, as the Acting Associate Attorney General for the United States Department of Justice. Mr. Dwyer was selected for the post, the third highest in the Department of Justice, by President Clinton. As Acting Associate Attorney General, he oversaw the Department's Antitrust, Civil, Environment and Natural Resources, Civil Rights and Tax divisions. From 1993 to 1997, Mr. Dwyer served as Deputy Associate Attorney General. In that capacity, he served as a senior advisor to Attorney General Janet Reno on a wide variety of civil and criminal enforcement issues and acted as a primary liaison with the White House Counsel's Office.

Mr. Dwyer earned a J.D., magna cum laude, from Harvard Law School in 1988. He received a B.S., summa cum laude, in Business Administration from the University of California at Berkeley in 1984 where he was elected to Phi Beta Kappa. Prior to joining the Department of Justice, he was an associate with Jackson, Tufts, Cole & Black in San Francisco.

Prior to attending law school, Mr. Dwyer worked as an auditor at Arthur Andersen & Co.

Mr. Dwyer is admitted to practice in California and the District of Columbia and is a member of the bar of the United States Supreme Court.



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Donna Epps

Partner, Forensic & Dispute Services
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Donna Epps is a partner in the Forensic & Dispute Services practice of Deloitte Financial Advisory Services LLP, the national leader of the Anti-Fraud Consulting group, and a member of the leadership team for the Governance and Risk Management practice.

Donna has more than 20 years of experience in public accounting and professional services. She has provided a variety of services to clients within several industries, including telecommunications, manufacturing and oil and gas.

Her varied client service experience includes nearly 20 years of auditing public and private companies, including various regulatory filings with the Securities and Exchange Commission (SEC). She has also led examinations of regulatory compliance, at the state and federal level, for certain communications companies. She has worked with the management of multi-national public companies in complex, multi-year restatements of financial statements; serving as a partner lead for Sarbanes-Oxley preparation projects for various companies within the communications and media industries. She has also provided merger and acquisition related services.

Donna assists clients in corporate investigations, with a focus on SEC and accounting related investigations. She also provides dispute services, particularly in the areas of purchase price and other accounting related disputes.

Donna holds a Bachelor of Business Administration degree from Texas A&M University. She is a guest lecturer of the University of Southern California Institute for Communication Technology Management in their Advanced Management Program in Telecommunications which focuses on next generation communications companies and technologies.



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Jordan Eth

Partner and Co-Chair, National Securities Litigation, Enforcement, and White-Collar Defense Group
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Mr. Eth is co-chair of Morrison & Foerster's national Securities Litigation, Enforcement, and White-Collar Defense Group. For more than twenty years, he has specialized in representing public companies and their officers and directors in securities class actions, SEC investigations, derivative suits, and internal investigations. In 2008, Mr. Eth received a *California Lawyer* Attorney of the Year Award for co-leading the successful defense of JDS Uniphase Corp. and its former executives in a securities class action jury trial. Mr. Eth has represented companies in a wide range of industries, from software to biotech to consumer products and financial services.

Mr. Eth received his B.A. in Economics from Swarthmore College in 1980, with highest honors and Phi Beta Kappa, and his J.D. from Stanford University in 1985, Order of the Coif. At Stanford, Mr. Eth was Co-President of the Moot Court Board. He served as a law clerk to the Honorable Chief Judge Robert F. Peckham, United States District Court for the Northern District of California, from August 1985 through August 1986. From 1980 through 1982, Mr. Eth worked as an economist in Washington, D.C., first for the United States Department of Energy and then for the Budget Committee of the United States House of Representatives. Mr. Eth joined Morrison & Foerster in 1986 and became a partner in 1992. Mr. Eth participates in community activities and coaches his two sons in baseball and soccer.



Richard C. Ferlauto

Director of Corporate Governance and Pension Investment

American Federation of State, County and Municipal Employees (AFSCME)

Richard Ferlauto is the director of Corporate Governance and Pension Investment for the American Federation of State, County and Municipal Employees (AFSCME) where he is responsible for representing public employee interests in public retirement and benefit systems. AFSCME represents over 1.4 million public sector workers in 48 states and the District of Columbia and Puerto Rico. AFSCME members have more than \$1 trillion dollars in assets as participants in over 150 public pension systems.

Prior to joining AFSCME, Mr. Ferlauto was the Managing Director of Proxy Voter Services/ISS, which provides proxy advisory services to Taft-Hartley and public fund plan sponsors. Mr. Ferlauto also was a consultant with the AFL-CIO where he helped launch the Office of Investment and its corporate governance program. He is a well-known speaker and commentator on corporate governance issues appearing before such groups as the International Foundation for Employee Benefit Plans (IFEBP), the National Association of State Treasurers, the Practising Law Institute, and the National Directors Forum. He has been featured in Institutional Investor magazine and as a commentator on CNBC, Bloomberg TV and the Nightly Business Report. Mr. Ferlauto worked for the Center for Policy Alternatives, a nonprofit public policy think tank, serving as Policy Director from 1993-1996. He has served as an expert advisor to the US Department of Labor ERISA Advisory Working Group, the US General Accounting Office, and the US Department of Housing and Urban Development. He is co-author of two books: *A New Housing Policy for America* (Temple University Press) and *Employer-Assisted Housing: A Benefit for the 1990s* (Bureau of National Affairs). Mr. Ferlauto also has been a Chief of Staff in the New Jersey State Assembly and helped establish the American Affordable Housing Institute at Rutgers, the State University of New Jersey. He is a 1978 graduate of Georgetown University.



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Abe M. Friedman

Global Head of Corporate Governance and Proxy Voting

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Abe Friedman is Barclays Global Investors' (BGI) Global Head of Corporate Governance and Proxy Voting and leads BGI's proxy voting efforts worldwide. BGI is the world's largest asset manager. Prior to his current role, Abe led BGI's corporate governance and proxy voting operations for the Americas.

Prior to joining BGI, Abe served as chief policy officer and general counsel for Glass, Lewis & Co., LLC, a corporate governance and proxy research firm. Abe joined Glass Lewis upon its founding and developed and led Glass Lewis' proxy research business. Prior to that, Abe served as a deputy city attorney for the City and County of San Francisco where, among other things, he served as counsel to the San Francisco Ethics Commission and advised city officials on political ethics laws. Prior to his work in the City Attorney's office, Abe managed telecommunications law and policy matters in-house at two telecommunications companies.

Abe holds a JD and Masters in Public Policy from U.C. Berkeley, where he also received a B.A., with honors, in Political Science.

Abe is a Member of the International Corporate Governance Network's Shareholder Rights Committee; Chair of the Stanford Working Group on Proxy Research; Member of the Conference Board's Global Corporate Governance Research Center Board; Member of the Stanford Institutional Investors' Forum Committee on Fund Governance; Member of the Aspen Institute's Corporate Values Strategy Group; and a Member of the International Corporate Governance Network.



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Sameer Gandhi

Partner

Accel Partners

Sameer Gandhi is a partner at Accel Partners in Palo Alto. Previously, he was a venture capitalist at Sequoia Capital focusing on software and services investments. Prior to joining Sequoia Capital in 1998, he was a Principal at Broadview, an investment banking firm specializing in information technology mergers and acquisitions. Earlier, he held technical field sales and consulting positions at Oracle. Sameer has a BSEE and MSEE from the Massachusetts Institute of Technology and an MBA from the Stanford Graduate School of Business.



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Daniel L. Goelzer

Board Member

Public Company Accounting Oversight Board (PCAOB)

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.

From 1983 to 1990, Mr. Goelzer served as General Counsel of the Securities and Exchange Commission, making him the longest serving General Counsel in Commission history. Before his appointment as General Counsel, Goelzer was Executive Assistant to the Commission's Chairman, and, prior to that, Special Counsel in the Commission's Office of the General Counsel. Before joining the Commission's staff in 1974, he was law clerk to Judge Thomas E. Fairchild of the U.S. Court of Appeals for the Seventh Circuit.

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 in the areas of securities and corporate law, specializing in matters involving representation before the SEC and in advice concerning SEC regulation.

Mr. Goelzer is a Certified Public Accountant. From 1969 to 1970, he was an auditor in the Milwaukee, Wisconsin office of Deloitte & Touche.

Mr. Goelzer was born in Milwaukee on February 14, 1947. He received his B.B.A. (Accounting) degree in 1969 from the University of Wisconsin, his J.D. degree in 1973 from the University of Wisconsin School of Law, and his L.L.M. degree in 1979 from the National Law Center, George Washington University.



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Michael J. Halloran

Partner

Kilpatrick & Stockton LLP

Michael J. Halloran was Counselor to the Chairman and Deputy Chief of Staff of the United States Securities and Exchange Commission from 2006 through May, 2008. As Counselor to the Chairman he advised on the entirety of the Commission's program to promote investor protection and capital formation. As Deputy Chief of Staff he administered for the Chairman those Divisions of the SEC which have a legal focus, such as Investment Management, Corporation Finance, Market Regulation and Enforcement, and he also administered the Office of Chief Accountant. He is now a partner in the Washington DC office of Kilpatrick & Stockton LLP, a 600 lawyer law firm with substantial corporate securities, financial institutions and developing stage company expertise. From 1990 through 1996 he was Group Executive Vice President and General Counsel of BankAmerica Corporation. For several years he was a partner of Pillsbury Madison & Sutro (now Pillsbury, Winthrop Shaw Pittman LLP) and co-chair of its Corporate & Securities Law, Financial Institutions and Emerging Companies practices. He has written and spoken widely on corporate governance matters, and has acted as advisor to multiple forms of corporate finance and structuring transactions. He received his law degree from the University of California at Berkeley School of Law, and a Bachelors of Science in Mechanical Engineering from the University of California. He is a Fellow of the Rock Center on Corporate Governance at Stanford, and is on the Board of Advisors of the Stanford Journal of Law, Business and Finance."



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Lesley D. Hand

Partner
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Lesley D. Hand is a Partner in the San Francisco office of KPMG LLP's Forensic Advisory Services practice. He has over thirty-seven years of public and forensic accounting experience in numerous industries, including technology, software, manufacturing, consumer markets, government and professional services. Mr. Hand's career included a two year rotation to KPMG's National Education Department in New York where he drafted and presented educational training programs.

Mr. Hand has been involved in over 100 investigations related to allegations of earnings management. These investigations have focused on improper revenue recognition, "cookie jar" reserves, improper capitalization of expenses, inappropriate use of inventory reserves, and other types of fraudulent financial reporting. He has attended numerous meetings at and has been deposed by the U.S. Securities and Exchange Commission in connection with his forensic accounting work.

In a recent earnings management investigation, Mr. Hand was the global lead partner in charge of a team of KPMG professionals from 11 countries. This engagement involved analysis of 26 million electronic records, utilized a proprietary forensic tool to perform data analysis of journal entries and included formal and informal discussions with company personnel to gather information and data.

Mr. Hand also has been involved in alleged violations of the U.S. Foreign Corrupt Practices Act, both as an independent investigator and as an advisor to KPMG audit teams with clients that faced such allegations.

Mr. Hand has also conducted other fraudulent financial reporting and misappropriation of assets investigations including those involving allegations of employee fraud or defalcation, improper accounting for stock options, and fraudulent vendor schemes.

Mr. Hand has been engaged in the role of sole arbitrator, neutral court-appointed accountant, or expert witness in a number of disputes related to the interpretation of various contractual clauses that impact damages, purchase price calculations, working capital, earn out provisions, revenues, cost accumulations and cost drivers.

Mr. Hand has served as the sole arbitrator in purchase price disputes involving claims ranging from \$1 million to over \$800 million dollars. The issues addressed included valuation of inventory, inventory reserves, rights of return, doubtful accounts, litigation and other reserves, the application of Generally Accepted Accounting Principles ("GAAP"), as well as the consistency of the application of GAAP in the context of contract wording.

Mr. Hand has testified as an expert witness in numerous civil litigation matters in state and federal courts. These assignments have involved an extensive review of underlying accounting records and analysis of supporting documentation as well as reviewing applications of GAAP and Generally Accepted Auditing Standards ("GAAS").

In one case, Mr. Hand served as a federal court-appointed neutral expert witness where he investigated and testified about issues involving international financial reporting standards, profit participation, net profit calculations and related partnership issues. This project included coordinating and overseeing analysis of both U.S. and Taiwanese accounting books and records as well as testimony in federal court.



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Carol Crofoot Hayes

Associate General Counsel and Secretary
The Coca-Cola Company

Ms. Hayes is Associate General Counsel and Secretary of The Coca-Cola Company. She handles corporate governance, shareholder issues, Board of Directors matters, insider trading prevention and similar matters. Prior to being elected to her current position, Ms. Hayes had headed the legal group responsible for securities law and acquisitions. There she handled many major transactions, including the sale of the Company's interest in Columbia Pictures and the purchase of soft drink brands from Cadbury Schweppes.

Prior to joining The Coca-Cola Company in 1985, she was with the Atlanta law firm of King & Spalding. She served as law clerk to the Honorable B. Avant Edenfield, S.D. Georgia. Ms. Hayes has a J.D. degree from the University of Chicago and a B.A. from Hood College. She is a member of the Georgia Bar. Ms. Hayes is a member of the Society of Corporate Secretaries & Governance Professionals.



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Robert H. Herz

Chairman
Financial Accounting Standards Board

Robert H. Herz was appointed Chairman of the Financial Accounting Standards Board (FASB), effective July 1, 2002. Previously, he was a senior partner with PricewaterhouseCoopers.

Prior to joining the FASB, Mr. Herz was PricewaterhouseCoopers North America Theater Leader of Professional, Technical, Risk & Quality and a member of the firm's Global and U.S. Boards. He was also President of the PricewaterhouseCoopers Foundation which supports college and university activities. He also served as a part-time member of the International Accounting Standards Board. Mr. Herz is both a Certified Public Accountant and a Chartered Accountant and a gold medal winner on the uniform CPA examination.

Mr. Herz joined Price Waterhouse in 1974 upon graduating from the University of Manchester in England with a B.A. first class honors degree in economics graduating top of his class. He later joined Coopers & Lybrand becoming its senior technical partner in 1996 and assumed a similar position with the merged firm of PricewaterhouseCoopers in 1998.

During his distinguished career, Mr. Herz headed Coopers & Lybrand's corporate finance practice and served as audit partner on numerous major clients including AT&T, Dun & Bradstreet, Goldman Sachs, Shearson Lehman Bros, and Volvo.

Mr. Herz has authored numerous publications on a variety of accounting, auditing and business subjects, including the book, *The Value Reporting Revolution: Moving Beyond the Earnings Game*, which he co-authored. He is regularly quoted in the major news media and has appeared on a number of television and cable business shows.

Among Mr. Herz's other activities, he chaired the AICPA SEC Regulations Committee and the Transnational Auditors Committee of the International Federation of Accountants, and served as a member of the Emerging Issues Task Force, the FASB Financial Instruments Task Force, the American Accounting Association's Financial Accounting Standards Committee, the SEC Practice Section Executive Committee of the AICPA, and the International Capital Markets Committee of the New York Stock Exchange.

A resident of South Orange, NJ, Mr. Herz is married to Louise and has two children, Michael (26) and Nicole (22). Mr. Herz grew up in Maplewood, NJ but also lived in Argentina for three years and England for eight years. He is also a trustee of the Henry H. Kessler Foundation, one of the nation's largest foundations conducting medical research and support for people with severe physical disabilities.



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Conrad W. Hewitt

Former Chief Accountant
Securities and Exchange Commission

Conrad W. Hewitt became the Chief Accountant of the U.S. Securities and Exchange Commission (SEC) on August 18, 2006. The Chief Accountant serves as the principal advisor to the Commission on accounting and auditing matters. Also, Mr. Hewitt was responsible for formulating and administering the accounting program and policies of the Commission.

Prior to joining the SEC, Mr. Conrad Hewitt came to the SEC with over 30 years' experience as a leader of one of the world's largest accounting firms, a strong background as a regulator, and recent service as chairman of 10 audit committees (four public companies) and as a director. Also, he was a trustee of two pension plans and a charitable foundation.

Mr. Hewitt earned a Bachelor of Science in Finance and Economics at the University of Illinois. He performed graduate work at the University of Southern California and participated in executive programs at Stanford University and Northwestern University. He is a certified public accountant.

He and his wife, Linda, have four children.



Michael J. Holston

Executive Vice President, General Counsel and Secretary
Hewlett-Packard Company

Mike Holston manages the global function responsible for worldwide legal matters including patents and licenses, commercial contracts, litigation and regulatory matters. He has direct operational and supervisory responsibility for all lawyers in the Legal Department and manages HP's extensive use of outside legal resources to ensure optimum performance. Mike oversees HP's efforts in compliance, ethics and government affairs.

Before joining HP in February 2007, Mike was a partner in the litigation practice of Morgan Lewis focusing on complex litigation, primarily defending products liability and consumer fraud class-action lawsuits, and white-collar criminal defense litigation. Mike is a former Assistant U.S. Attorney. He served as a prosecutor in the criminal division of the U.S. Attorney's Office for the Eastern District of Pennsylvania.

Mike is a Fellow in the American College of Trial Lawyers and has been acknowledged as one of America's leading lawyers for business. He taught a trial advocacy course at Villanova University School of Law for 12 years and also taught and lectured on trial advocacy for the National Institute of Trial Attorneys.

Mike holds a J.D. degree from Villanova University and a B.S in Mechanical Engineering from the University of Notre Dame.

Honors and Affiliations: Fellow, American College of Trial Lawyers; Listed, *The Best Lawyers in America* (2006 & 2007); Listed, *Chambers USA: America's Leading Lawyers for Business* (2006 & 2007); Former Member, Board of Directors, ECHOES Around The World; Former Member, Board of Director Police Athletic League; Former Member, Board of Director Bryn Mawr Fire Company



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Richard C. Hsu

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Mr. Hsu is Chair of Townsend's Technology Transactions Practice Group, which advises companies on licensing transactions and associated intellectual property issues. He has extensive experience in licensing, development, acquisitions, service, purchase and other partnering agreements for a variety of industries and clients.

In addition to structuring and negotiating technology transactions, Mr. Hsu is also Co-chair of Townsend's Open Source Practice Group, which provides strategic advice and advises clients on innovative open source business strategies. Mr. Hsu has expertise in intellectual property asset management and Sarbanes Oxley compliance, having assisted numerous clients to develop and implement strategies to acquire, protect, enforce and commercialize various forms of intellectual property.

Prior to joining Townsend, Mr. Hsu was a Senior Attorney at Venture Law Group, where he represented over 100 venture backed startup technology companies. Mr. Hsu was also former general counsel at Cyrano Sciences, Inc. (acquired by Smiths Detection), a venture-backed company founded by Caltech Nobel Laureate Robert H. Grubbs, where his pivotal management role was featured on television station KWHY and in the Los Angeles *Daily Journal* (March 1998).

A frequent lecturer on licensing and intellectual property issues, Mr. Hsu has published a book on patents (Fairmont Press 1997) and written articles for the *San Francisco Daily Journal*, *New York Times*, *Communications of the ACM* and the *Los Angeles Business Journal*. He has also been quoted in numerous publications, including the *Caltech News*, *Corporate Counsel* and the *Los Angeles Times*.



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Priya Cherian Huskins

Senior Vice President and Partner

Woodruff Sawyer & Co.

Priya Cherian Huskins is a partner at Woodruff-Sawyer & Co., a full-service insurance brokerage and risk management consulting firm headquartered in San Francisco, CA. Named one of the "Top 100 Women of Influence in the Silicon Valley" in 2009 by the *San Jose/Silicon Valley Business Journal*, Priya is a recognized expert in D&O liability risk and its mitigation. In addition to consulting on D&O insurance, she counsels clients on corporate governance matters, including ways to reduce their exposure to shareholder lawsuits and regulatory investigations. Priya is a frequent speaker nationally and internationally on D&O issues, is a regular guest lecturer for Stanford Law School's Corporate Governance Colloquium, and has taught at Stanford's Annual Directors' College, among others. She has authored articles for journals as diverse as the *Stanford Law Review* and *Directors & Boards*.

Priya began her career as a corporate and securities attorney at Wilson Sonsini Goodrich & Rosati

(WSGR), one of Silicon Valley's leading law firms. At WSGR, Priya worked with public and private companies through all stages of their development, including IPOs, ongoing public reporting and M&A transactions. She joined Woodruff-Sawyer's Corporate & Executive Protection Practice in 2003.

In 2007, *Business Insurance* magazine recognized her as one of the industry's "Women to Watch." Priya earned her undergraduate degree with high honors from Harvard University. She was awarded her juris doctorate with honors from the Law School at the University of Chicago, where she was managing editor of the *University's Legal Forum* publication. Following law school, she was a law clerk to the Honorable Judge Frank Magill of the United States Court of Appeals for the Eighth Circuit.

Priya is on the board of directors of Realty Income Corporation, The Monthly Dividend Company®, (NYSE: O). She is also on the board of directors of the National Association of Corporate Directors, Silicon Valley Chapter, and is a member of the California Bar.



The Honorable Jack B. Jacobs

Supreme Court Justice
Delaware Supreme Court

Before his appointment as a Justice of the Delaware Supreme Court in 2003, Jack B. Jacobs served as Vice Chancellor of the Delaware Court of Chancery since October 1985, after having practiced corporate and business litigation in Wilmington, Delaware since 1968. Justice Jacobs holds an undergraduate degree from the University of Chicago (B.A., 1964, Phi Beta Kappa) and a law degree from Harvard University (LL.B., 1967).

In addition to his judicial activities, Justice Jacobs serves as an Adjunct Professor of Law at the New York University School of Law, at the Widener University School of Law, and at the Columbia University School of Law. Justice Jacobs is a member of the American Law Institute, where he serves as an Advisor to its Restatement (Third) of Restitution. He is also a member of the Delaware and American Bar Associations (where he served on the Committee on Corporate Laws of the ABA Business Law Section) and is a Fellow of the American Bar Foundation.

Justice Jacobs has participated in academic symposia and continuing legal education programs related to corporate and securities law sponsored by various law schools and Continuing Legal Education organizations, and has guest lectured at several American and foreign law schools. Justice Jacobs has served as Morrison & Foerster Lecturer at Stanford Law School (February 2008); Regent's Lecturer in Residence at the UCLA School of Law (January 2005); Distinguished Jurist Lecturer at the University of Pennsylvania Law School (March 2002); Distinguished Visiting Jurist at the Harvard Law School Corporate Governance Program (2008) and William J. Brennan Lecturer at NYU School of Law (February 2009).

Justice Jacobs has also been an invited guest speaker in various conferences, including those sponsored by the Asian Corporate Governance Association (Hong Kong, October 2003); the Korea Development Institute (Seoul, Korea, November 2004); the University of Tokyo (Japan, November 2005); the OECD (Stockholm, Sweden, March 2006); the Ministry of Economic Affairs (Amsterdam, Netherlands, April 2006); and the Australian Law Council (Sydney Australia, April 2008). He also serves as a member of the Board of Advisors of the Columbia Law School Center on Corporate Governance, and as a member of the Planning Committee of the University of Chicago Corporate Law Institute and the Tulane Corporate Law Institute. Justice Jacobs has also authored (and co-authored) numerous law review articles addressing various aspects of corporation law, mergers and acquisitions and corporate governance.



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Matthew J. Jacobs

Partner

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Matthew J. Jacobs is a partner in the law firm of McDermott Will & Emery LLP based in the Firm's Silicon Valley office. Matt heads the Firm's White-Collar Criminal Defense Practice Group in Northern California. He has more than 15 years of experience as a trial lawyer handling white-collar defense, internal investigations and complex commercial litigation. Recognized as one of the leading lawyers in the Bay Area in his field, Matt represents individuals and corporations in complex commercial litigation, and criminal and internal investigations involving the government, whether the Justice Department, the Securities & Exchange Commission (SEC), or another agency. As a McDermott partner heading a team of experienced lawyers representing individuals and companies in high stakes "bet your company" matters, Matt is experienced in, and gets great results in, cases across a wide variety of areas.

Prior to joining McDermott, Matt was a federal prosecutor in San Francisco for the Northern District of California. As an Assistant U.S. Attorney, he served as the lead trial lawyer in numerous significant prosecutions involving securities fraud, health care, energy trading, banking and international money laundering. Matt was one of the prosecutors on the Enron case involving energy trading in California. He is the recipient of the Justice Department's Director's Award and the FBI's Director's Award.

Matt is active in the community. He has been appointed by the judges of the Northern District of California to the Criminal Justice Act panel representing indigent criminal defendants in federal court. He has also been appointed by the Ninth Circuit U.S. Court of Appeals to handle pro bono appeals. He is Chairman of the Steering Committee of the Criminal Justice Panel of the San Francisco Bar Association, and also serves on the Steering Committee of the Federal Bar Association.

Matt holds a master's degree from the Medill School of Journalism at Northwestern University, and a bachelor of arts degree from American University. He graduated Order of the Coif from Stanford Law School. He was an associate editor of the *Law Review* at Stanford. After law school, he was law clerk to the Honorable Walter J. Cummings on the U.S. Court of Appeals for the Seventh Circuit based in Chicago. He is a member of the California Bar and is admitted to practice before the Supreme Court of United States and the U.S. Courts of Appeals for the Seventh and Ninth Circuits.



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Douglas Kehring

Senior Vice President, Corporate Development and Strategic Planning

Oracle Corporation

Douglas Kehring has served as the head of Oracle's Corporate Development & Strategic Planning Group since February 2005. The Group provides advisory, execution and integration management services to Oracle on mergers and acquisitions, source code and object code licensing, strategic investments joint ventures and other related transactions. The charter was expanded in early 2007 to include oversight of the company's Strategic Planning process, which has resulted in the creation of several Global Business Units focused on industries such as Health Sciences and Insurance.

Since the beginning of fiscal 2005, Oracle has completed over 55 acquisitions valued at greater than \$34 billion. The most significant transactions include the acquisitions of PeopleSoft, BEA Systems, Siebel Systems, Hyperion Solutions, Retek, Primavera and Agile Software, as well as controlling stake in i-flex solutions. Today, one out of every three Oracle employees has come through an acquisition.

The success of the acquisitions and their related integrations has been instrumental in Oracle doubling revenue from \$10.2 billion in fiscal 2004 to \$22.6 billion in fiscal 2008. Oracle's non-GAAP operating margin also increased from 38.9% to 42.7% over this time period, reflecting the ability to improve margins by realizing tremendous acquisition synergies. The result has been an earnings compound annual growth rate of over 26%, significantly better than the company's stated plan for shareholders of 20%.

From March 2002 to February 2005, Mr. Kehring ran the Strategic M&A Group within Oracle Corporate Development. From April 2000 to February 2002, he served as one of the primary investors in the Oracle Venture Fund, a \$500 million fund created to invest and support innovative companies that develop or support products and services based on Oracle technologies. Prior to joining Oracle, Mr. Kehring was a technology investment banker at the firms of Donaldson, Lufkin & Jenrette and Dain Rauscher Wessels. Mr. Kehring sits on the board of Sophoi, Inc. an Oracle strategic investment.



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Daniel G. Kelly, Jr.

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Davis Polk & Wardwell LLP

Mr. Kelly is a founding partner of Davis Polk & Wardwell's Menlo Park (California) office. His practice focuses on mergers and acquisitions, capital market transactions and joint ventures. He has significant experience in representing boards of directors on corporate governance issues. Mr. Kelly has also been involved in financial restructurings as both a lawyer and, earlier in his career, an investment banker.

Mr. Kelly graduated, magna cum laude, from Yale University in 1973, and in 1976 received his J.D. from Columbia Law School, where he was notes and comments editor of the *Columbia Law Review* and a Harlan Fiske Stone Scholar.



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Kenton J. King

Bay Area Managing Partner

Skadden, Arps, Slate, Meagher & Flom LLP

Kenton J. King is the partner in charge of Skadden's offices in Palo Alto and San Francisco. He is a global co-head of the firmwide Corporate Transactions practices and serves on the firm's top governing body, the Policy Committee. Mr. King represents clients in a broad range of corporate and securities law matters, including corporate governance, cross-border mergers and acquisitions, joint ventures, investment and capital markets transactions, and restructurings.

In the United States, Mr. King concentrates on corporate governance, mergers and acquisitions, as well as equity financing, licensing and strategic partnering transactions in the information technology and biotechnology industries. He has been involved in three of the world's five largest technology deals, including representing Yahoo! Inc. in Microsoft Corporation's unsolicited \$45 billion acquisition proposal; Ascend Communications, Inc. in its \$20 billion acquisition by Lucent Technologies, Inc.; and Compaq Computer Corporation in its \$25 billion merger with Hewlett-Packard Company.

On the international front, Mr. King has represented numerous U.S. and Japanese corporations in connection with cross-border transactions. He also has advised U.S. Corporations on acquisitions and joint ventures in multiple jurisdictions in Europe and Asia.

He was resident in the Tokyo office of Skadden, Arps from December 1990 to December 1991 and worked for several years in the Tokyo headquarters of one of Japan's largest integrated trading companies.

Mr. King is part of the Skadden team that represents clients on various aspects of recent federal lending, capital and liquidity support programs, including those established pursuant to the Emergency Economic Stabilization Act of 2008.

Mr. King was named by *California Lawyer* as one of the top corporate and M&A lawyers in the state (in a group of only nine attorneys listed), and the *Daily Journal* has named him to its list of the "100 Most Influential Lawyers in California." Mr. King has been selected for inclusion in the *Practical Law Company's Which Lawyer* publication, where he was recommended for both Corporate/M&A and Private Equity. He also has been recognized in *Chambers Global: The World's Leading Lawyers for Business*; *Chambers USA: America's Leading Lawyers for Business*; *Global Counsel 3000* magazine; *The International Who's Who of Business Lawyers*; *The Best Lawyers in America*; and the *PLC Cross-border Mergers and Acquisitions Handbook*.



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Michael Klausner

Nancy and Charles Munger Professor of Business and Professor of Law
Stanford Law School

Michael Klausner is the Nancy and Charles Munger Professor of Business and Professor of Law at Stanford Law School, where he teaches courses on corporate law, corporate governance, business transactions and bank regulation. In recent years, most of his writing has been on corporate governance. He is currently engaged in an empirical study of securities class actions and SEC enforcement actions, which has entailed collection and analysis of extensive data on directors' and officers' personal liability, settlement terms, duration of suits, dismissal rates, content of allegations and other elements of these suits. The first article to come out of that effort is "Outside Director Liability", 58 *Stanford Law Review* 1055 (2006) (with Bernard Black and Brian Cheffins).



Charles E. Koob

Of Counsel

Simpson Thacher & Bartlett LLP

Charles E. Koob has been practicing competition, trade regulation and antitrust law for almost 40 years. For most of that time, he was a partner at Simpson Thacher & Bartlett where he was co-head of the Firm's litigation department. He retired from the Firm two years ago but remains Of Counsel. His experience has included counseling corporate clients on a wide variety of antitrust issues from merger, acquisitions and joint ventures to distribution practices. He has represented clients before the Federal Trade Commission, the Antitrust Division of the Department of Justice and numerous state and foreign competition authorities; defended corporate clients in both criminal and civil antitrust and competition litigation ranging from preliminary injunction hearings to jury trials; represented individuals in grand jury investigations; and represented corporate plaintiffs in major private antitrust litigation. His most recent experience includes the representation of Virgin Atlantic Airways in both criminal and civil price fixing proceedings; the successful defense of Appleton Papers Inc., a major specialty paper manufacturer, in a criminal price-fixing trial; the representation of Virgin Atlantic Airways in a private treble action against British Airways; the presentation of Glaxo before the Federal Trade Commission in connection with its acquisition of Wellcome; the representation of Hambrecht & Quist in government and private litigation involving allegations of price-fixing in the trading of securities on NASDAQ; the representation of Reckitt & Colman before the Federal Trade Commission in connection with its acquisition of Benckiser; the representation of Pechiney before the Department of Justice in its transaction with Alcan and Alusisse; the representation of Walter Industries in a securities litigation; representation of Lehman Brothers in several securities and broker dealer litigations; and the representation of the Special Committee of the Board of Directors of Archer Daniels Midland in a federal grand jury investigation of price-fixing in the lysine and citric acid markets.

Mr. Koob is a 1969 graduate of Stanford University and has been with Simpson Thacher & Bartlett since graduation. In addition to his antitrust experience, he has tried a number of large commercial and products liability actions to verdict. Mr. Koob and his firm have built a reputation in the antitrust field on a demonstrated ability and willingness to take large and difficult cases to trial.



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Richard H. Koppes

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Richard H. Koppes is the former Deputy Executive Officer and General Counsel of the California Public Employees' Retirement System (CalPERS), the largest public pension fund in the United States with over \$200 billion in assets. He is currently Of Counsel to the international law firm of Jones Day and serves as Co-Director of the Executive Education Programs at Stanford Law School. Mr. Koppes is a Director of Valeant Pharmaceuticals International (formerly ICN Pharmaceuticals, Inc.), and a former Director of Apria Healthcare Group Inc. He is the founder, Past President, and current Administrative Officer of the National Association of Public Pension Attorneys (NAPPA) and serves on the boards of the Society of Corporate Secretaries and Governance Professionals and the Investor Responsibility Research Center (IRRC Institute). Mr. Koppes was a member of the NACD Blue Ribbon Commission on Board Evaluations and of the NACD-CII Task Force on Shareholder/Director Communications.



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Kevin M. LaCroix

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Kevin LaCroix is a Partner in OakBridge Insurance Services, Beachwood, Ohio. OakBridge is an insurance intermediary focused exclusively on management liability issues.

Kevin has been involved in directors' and officers' liability insurance issues for over 25 years. He began his career as a coverage attorney and partner at the Washington, D.C. law firm of Ross, Dixon and Bell. (As of January 1, 2009, Ross Dixon will merge into Troutman Sanders.) More recently, Kevin served as President of Genesis Professional Liability Managers, a D&O insurance underwriter and part of the Berkshire Hathaway group of companies.

Throughout his career, Kevin has been active in the Professional Liability Underwriting Society (PLUS), serving on its Board of Trustees from 1999 to 2005, and as its President in 2004. Kevin also served as Co-Chair of the 2007 and 2008 PLUS D&O Liability Symposia, and he will also Co-Chair the 2009 Symposium. He is currently a member of the Board of Trustees of the PLUS Foundation. In 2008, Kevin received the PLUS Founder's Award, given annually to the PLUS member who has made "lasting and outstanding contributions" to PLUS.

Kevin speaks frequently on D&O issues, and in the recent past has spoken at conferences sponsored by PLUS, the American Conference Institute, Mealey's, the University of Connecticut Law School, the American Bar Association, C5, IPQC, RiskMetrics, Bear Stearns, the Pennsylvania Bar Institute, the Forum for Institutional Investors and the Reinsurance Association of America. Kevin's comments on D&O liability and insurance issues have appeared in a wide variety of publications, including the *New York Times*, the *Wall Street Journal*, the *Financial Times*, the *San Francisco Chronicle*, *Bloomberg*, *Dow Jones Newswire*, *Business Week*, *International Herald Tribune*, *Compliance Week*, *Business Insurance*, *Risk & Insurance* and *National Underwriter*.

Kevin is also the author of the Internet weblog, The D & O Diary, <http://dandodiary.blogspot.com>, "a periodic journal containing items of interest from the world of directors' and officers' liability, with occasional commentary." In addition, Kevin is a columnist for the *Insurance Journal*.

Kevin is a graduate of the University of Virginia and of the University of Michigan Law School.



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Meredith Landy is a partner in O'Melveny's Silicon Valley office and is also its Adversarial Department leader. Meredith's primary area of practice is securities litigation and defending issuers, officers, directors, underwriters and venture capital firms in shareholder class action and derivative litigation in state and federal court. She has extensive experience in investigations initiated by the Securities and Exchange Commission, the Department of Justice, and other federal and state agencies and self-regulatory organizations. She also counsels public and private companies on a host of securities-related issues, including Sarbanes-Oxley compliance, Regulation FD, how to deal with Wall Street, and insider trading liability. In recognizing Meredith among the top securities litigators in its 2008 rankings of the nation's leading lawyers, *The Legal 500 United States* described her as having "excellent pedigree defending issuers, officers, directors, underwriters and venture capital firms," and cited clients who praised her outstanding work with "overall strategy and the writing of documents."



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Mark A. Lemley

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Mark Lemley is the William H. Neukom Professor of Law at Stanford Law School, the Director of the Stanford Program in Law, Science and Technology, and the Director of Stanford's LLM Program in Law, Science and Technology. He teaches intellectual property, computer and Internet law, patent law, and antitrust. He is also a founding partner of the law firm of Durie Tangri, where he litigates in the areas of antitrust, intellectual property and computer law. He has litigated more than sixty IP, antitrust, and Internet law cases. He is the author of six books (all but one in multiple editions) and 100 articles on these and related subjects, including the two-volume treatise *IP and Antitrust*. His works have been reprinted throughout the world, and translated into Chinese, Japanese, Spanish, and Italian. He has taught intellectual property law to federal and state judges at numerous Federal Judicial Center and ABA programs, has testified six times before Congress and numerous times before the California legislature, the Federal Trade Commission and the Antitrust Modernization Commission on patent, trade secret, antitrust and constitutional law matters, and has filed numerous amicus briefs before the U.S. Supreme Court, the California Supreme Court, and the federal circuit courts of appeals. He has been named *California Lawyer's* Attorney of the Year (2005), a Young Global Leader by the *Davos World Economic Forum* (2007), one of the top 50 litigators in the country under 45 by the *American Lawyer* (2007), one of the 100 most influential lawyers in the nation by the *National Law Journal* (2006), one of the top 25 intellectual property lawyers in California (2003) and one of the 100 most influential lawyers in California by the *Daily Journal* (2004, 2005 and 2006), and one of the 500 leading lawyers in the country by *Lawdragon Magazine*, among other honors. In 2002 he was chosen Boalt's Young Alumnus of the Year.

Professor Lemley received his J.D. from Boalt Hall School of Law at the University of California at Berkeley, and his A.B. from Stanford University. After graduating from law school, he clerked for Judge Dorothy Nelson on the United States Court of Appeals for the Ninth Circuit, and has practiced law in Silicon Valley with Brown & Bain and with Fish & Richardson and in San Francisco at Kecker & Van Nest. Until January 2000, he was the Marrs McLean Professor of Law at the University of Texas School of Law, and until June 2004 he was the Elizabeth Josslyn Boalt Professor of Law at the Boalt Hall School of Law, University of California at Berkeley.



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Nina ("Nicki") Locker

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Nicki Locker is a partner in Wilson Sonsini Goodrich & Rosati's Palo Alto office. Nicki specializes in securities litigation and counseling, SEC enforcement actions and internal investigations. She has represented companies and their officers and directors in more than 75 shareholder class actions and derivative suits throughout the United States. Chambers recently chose Nicki as one of America's top securities litigators.

Nicki graduated from Yale College (Phi Beta Kappa; summa cum laude) and Stanford Law School. She clerked for the Honorable Anthony Kennedy of the United States Court of Appeals for the Ninth Circuit.



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Douglas Luftman is Associate General Counsel of Intellectual Property at Palm, Inc. Palm is headquartered in Sunnyvale, California, the heart of Silicon Valley, and is renowned for its rich history of innovation in the mobile computing industry, dating back to the original category-defining Palm Pilot personal digital assistant, and more recently the Treo™, Centro™ and Pre™ smartphones. Recently, Palm has been publically recognized for its innovation by Fortune Magazine as a Contender in America's Most Admired Companies, by Business Week Magazine as one of the "Top 15 Stocks to Watch" and by innovation-based stock indices, such as Ocean Tomo 300® (AMEX: OTPAT) and IPX Composite (AMEX: IPXCI).

Mr. Luftman's areas of focus include strategic intellectual property counseling, patent portfolio development, intellectual property enforcement and licensing strategy, IP asset acquisitions, standards development strategy, IP and technology licensing, open source software management strategy and leveraging information technology systems to maximize the effectiveness of delivering legal and business services. Prior to joining Palm, Mr. Luftman's roles have included Vice President, General Counsel and Secretary of Caspian Networks, Inc., West Coast Counsel of CIENA Corporation and Senior Intellectual Property Group Counsel for Intel Corporation's Communications Group. Prior to working in-house, Mr. Luftman was an attorney at Fenwick & West LLP, Silicon Valley Office

Mr. Luftman received his Juris Doctorate degree with honors from the George Washington University Law School, Washington DC, where he was Technical Editor of the Law Review and externed for The Honorable Randall R Rader of the United States Court of Appeals for the Federal Circuit. Mr. Luftman received his Bachelors of Science degree in Electrical Engineering from the University of California, Los Angeles (UCLA).

He has testified before the Federal Trade Commission on intellectual property issues as well as has been involved with Senate Judiciary Committee hearings on patent reform. Mr. Luftman also has spoken at a variety of forums including professional trade organizations as well as a guest lecturer at the University of California, Hastings College of the Law and the University of California, Berkeley School of Law on various topics relating to IP strategy. He also recently joined the Board of Directors for the National Inventors Hall of Fame, Inc.



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Susan Mac Cormac

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Susan Mac Cormac is a partner in the Corporate Group of Morrison & Foerster's San Francisco office. She currently serves as a co-chair of the Venture Capital/ Emerging Companies Group and the Cleantech Group for the firm worldwide.

Ms. Mac Cormac has extensive experience representing start-up to late-stage private companies primarily in the Cleantech or Sustainable space. She provides corporate and finance advice in connection with mergers, acquisitions, asset purchases and sales, reorganizations, joint ventures, and equity and debt financings. She regularly advises boards of private and public companies, special committees, and CEOs on corporate governance and Corporate Social Responsibility ("CSR") issues and has joined the faculty (teaching on issues of sustainability and corporate governance) at both the Stanford Director's College and the Northwestern Corporate Counsel Institute. Ms. Mac Cormac also represents nonprofit corporations involved with Sustainability and CSR, providing advice to their boards on fiduciary issues, conflicts of interest, and other corporate matters.

Ms. Mac Cormac's representative Cleantech clients include Advanced Refining Concepts, Altra Biofuels, Agile Waves, Arcadia, Biosignal, Carbonetworks, driptech, ElectraTherm, Photon Energy Systems, MicroMidas and Veristeel. Her representative sustainable and social enterprise company clients include Divinely D'lish/18 Rabbits, MicroEnergy Credit Corporation, Resdida, Revolution Foods, and Small Potatoes Urban Delivery. Her nonprofit clients include the Biomimicry Institute, Business for Social Responsibility, Goodwill, Pacific Forest and Watershed Lands Stewardship Council and RSF Social Finance. Her venture fund clients include Darwin Venture Fund-of-Funds, Pacific Community Ventures and RSF Social Finance.

After working in New York for three years, Ms. Mac Cormac joined the firm as an associate in 1997 and became a partner in 2001. Ms. Mac Cormac was born in Davidson, North Carolina, and graduated in 1988 from Williams College with a degree in Political Economy. She received her J.D. and LL.M. degrees from Duke University School of Law in 1993. Ms. Mac Cormac lives in the Presidio National Park with her husband and two young boys (Eddie and Alex).

Ms. Mac Cormac is a co-chair of the Green Technology & Climate Change Committee for the ABA Section of Science & Technology Law. She is admitted to practice in both California and New York.



Robert Madsen

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Robert Madsen is a Senior Fellow at MIT's Center for International Studies, where he works on East Asian and global politics and economics. He is also Senior Advisor and Economist at Asia Alternatives, a fund specializing in alternative investments; and a member of the Executive Council at Unison Capital, one of Japan's premier private equity groups. For over a decade he has written the Economist Intelligence Unit's (EIU) Japan Country Reports and contributed occasionally to that company's analysis of China and broader East Asia. Dr. Madsen consults for a range of government agencies, including recently an economics ministry, a foreign ministry, and a central bank. Before joining MIT, he was a Fellow at Stanford University's Asia-Pacific Research Center, Asia Strategist at Soros Private Funds Management, and an advisor to the Robert M. Bass Group on its investments in Japanese real estate. Still earlier, he worked at McKinsey & Company as a management consultant, focusing primarily on financial institutions and international commerce.

Robert Madsen graduated summa cum laude and Phi Beta Kappa from Harvard University's Department of East Asian Languages and Civilizations and then entered Oxford University as a Rhodes Scholar, where he studied under the faculty of International Relations and earned a master's degree, with distinction, and a doctorate. Madsen also holds a J.D., with distinction, from Stanford Law School and is a member of the California State Bar. Having spent over ten years abroad, he is fluent in Japanese and Mandarin Chinese.



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Bob Malone previously served as chairman and president of BP America Inc., and was its chief representative in the United States. In the US, BP owns over \$40 billion in fixed assets and employs some 37,000 people. The company is the nation's largest producer of oil and natural gas and the second largest gasoline retailer.

Mr. Malone was raised in the Northeast Texas town of Daingerfield. He holds a Bachelor of Science in Metallurgical Engineering from the University of Texas at El Paso, and was an Alfred P. Sloan Fellow at the Massachusetts Institute of Technology where he received a Master of Science in Management.

Mr. Malone has served on the California Climate Action Registry Board of Directors; the Board of Regents for the University of Alaska system; the Board of Trustees of the National Urban League; the Foreign Policy Association; the Board of the National Petroleum Council; the Executive Committee for the American Petroleum Institute (API); the Greater Houston Partnership; and the board for the Museum of Science and Industry in Chicago.



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Gary Matuszak has devoted virtually his entire career to serving the technology industry. Prior to joining KPMG in 2002, Gary was the Silicon Valley Office Managing Partner for Andersen.

Mr. Matuszak has extensive experience working with multinational technology companies headquartered around the world. As the leader of KPMG's Information Technology, Communications, and Entertainment practice, Gary has been instrumental in positioning the technology industry segment as one KPMG's most successful practices by achieving the highest growth among all of our industry lines of business during the past five years.

Gary represents KPMG in a number of organizations affecting the industry, such as the American Institute of Certified Public Accountants' Task Force on Software Revenue Recognition, which he has chaired. He has been instrumental in developing industry positions on several issues that impact the software industry.

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Mr. Michael Gerard McCaffrey is the Founder, Chief Executive Officer, and Managing Director of Makena Capital Management LLC. He served as President and Chief Executive Officer of the Stanford Management Co. since 2000. Mr. McCaffrey served as Chairman and Chief Executive Officer of Robertson Stephens Investment Bankers, where he began in 1988 as a Managing Director and Director of Investment Banking. Prior to Robertson Stephens, he was with Morgan Stanley and Company. He has been Director of KB Home since July 22, 2003. Mr. McCaffrey is a Member of the Advisory Boards of Accel Ventures, Stanford Graduate School of Business, and Princeton University's Bendheim Institute of Finance. He has been Director of Venture Lending & Leasing III Inc. since 2000. Mr. McCaffrey served as Director at RS Investments and COR Therapeutics Inc. since February 2001. He is a Trustee of The Investment Fund for Foundations and RS Funds. Mr. McCaffrey served as a Director of Venture Lending & Leasing Iv, Inc. He graduated with a B.A. from Princeton University and, as a Rhodes Scholar, attended Merton College at Oxford University, where he earned a B.A. Honors and an M.A. Mr. McCaffrey also has an M.B.A. from the Stanford Graduate School of Business.



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Mary E. McCutcheon

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Mary E. McCutcheon, the chair of the firm's Construction and Insurance Department, represents corporations, public entities and individuals in a wide variety of insurance coverage disputes.

She has extensive experience representing clients on securities fraud, intellectual property, technology errors and omissions, employment, aviation and other forms of products liability, environmental, construction and civil rights claims. She also represents companies involved in significant property and business interruption insurance losses.

Ms. McCutcheon advises clients on how to transfer risk and handle claims under both traditional and self-insurance programs. In particular, she has special expertise advising companies and individual directors regarding issues involved in placement of directors' and officers' liability insurance, as well as handling claims that arise in this context.

Ms. McCutcheon's clients include Con-way, Inc., Dolby, Herbalife International, Levi Strauss & Co., Novartis Corporation, VeriSign, Inc. and Visa, Inc.

Law & Politics recognized Ms. McCutcheon as one of the leading insurance attorneys in California in the 2007 *Chambers USA Guide to America's Leading Business Attorneys*. She has been recognized as a Northern California Super Lawyer, as well as one of the Top 50 Women Super Lawyers, for the past several years.

Ms. McCutcheon is the past president of the board of directors of the National Center for Youth Law, and continues to serve on the Board. She is a member of the Bar Association of San Francisco's Committee on Attorney Fee Disputes and received the Bar Association's Award of Merit for her service as chair of that Committee.

She is a member of the editorial board of the ABTL Newsletter, writing a regular column on insurance issues, and a past member of the editorial board of the CGL Reporter. She edits the California Practice Guide "Insurance Litigation" chapter on Directors & Officers Liability Insurance. Ms. McCutcheon speaks on insurance topics at a variety of professional conferences, including the Stanford Directors' College, PLUS and Strafford.



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Patrick McGurn provides special counsel to RiskMetrics Group's ISS Governance Services unit. 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 RiskMetrics Group, McGurn 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 also served as a private attorney, a congressional staff member and a department head at the Republican National Committee.

McGurn 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*.

McGurn is a graduate of Duke University and the Georgetown University Law Center. He is a member of the bar in California, the District of Columbia, Maryland and the U.S. Virgin Islands. He serves on the Advisory Board of the National Association of Corporate Directors and was a member of the NACD's 2001 Blue Ribbon Commission on Board Evaluations.



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Smith McKeithen is a consultant on corporate governance, and on the development of intellectual property, legal, and security strategies. A practicing attorney for over 30 years, McKeithen has served as an executive for a number of high technology companies in Silicon Valley. He was with Cadence Design Systems, Inc. from 1996 to 2008, most recently as Executive Vice President, Corporate Affairs, prior to which he led Cadence's legal department as its Senior Vice President, General Counsel and Secretary. Before joining Cadence he was an executive and general counsel for Activision, Inc., Strategic Mapping, Inc., and Silicon Graphics, Inc.

At the executive level, McKeithen has led government relations, corporate security, international expansion and regulatory compliance activities. As general counsel, he led worldwide legal teams that structured mergers and acquisitions, financings and strategic and commercial transactions; actively managed high-profile litigation, including trade secret, patent, antitrust and securities laws matters; and instituted systems for the protection of IP and compliance with transnational norms of governance. *California Lawyer* magazine named him "Top General Counsel" in 2001.

McKeithen practiced law with firms in New York and San Francisco prior to his corporate work. His public service includes serving as counsel to the Impeachment Inquiry Staff of the U.S. House of Representatives' Committee on the Judiciary (1974), and active duty as an artillery officer in the United States Army. He is a member of the Board of Directors of The Tech Museum of Innovation. McKeithen received his B.A. degree from Davidson College and his J.D. from Columbia Law School.



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Susan S. Muck is a partner in the Litigation Group. 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. In the past few years, she handled FCPA investigations and related shareholder actions for General Electric-InVision and Sunrise Telecom. 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.

Ms. Muck was named by *The Best Lawyers in America*® 2008 as one of the Best Lawyers in the specialty of Commercial Litigation, and was named by the *Daily Journal* for the past three years as one of the top 75 Women Litigators in California. She is a member of Fenwick's Executive Committee.

Ms. Muck received her J.D. from the University Of Virginia School Of Law in 1986 and was executive editor of the *Virginia Journal of International Law*. She received a B.A. with honors, Phi Beta Kappa, from the University of Maryland at College Park.

Ms. Muck is a member of the State Bar of California and the Board of Directors of breastcancer.org. Prior to joining Fenwick & West, she was a partner with Clifford Chance, Brobeck, Phleger & Harrison and Shearman & Sterling.



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Kathryn Pavlovsky

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Kathryn Pavlovsky is a Principal at Deloitte Financial Advisory Services LLP's Houston office and leads the Enterprise Sustainability practices nationally.

She focuses on Environmental and Social Sustainability risk and opportunity management where she conducts risk and exposure assessments, cost-benefit analyses and advises on Sustainability strategy development and management system implementation.

Kathryn's practice capabilities include accountants, environmental and civil engineers, economists and professionals with legal and forensic backgrounds and professional experience who have recently been involved in monetizing complex environmental and social issues, including Climate Change, and measurement of Sustainability related risks and opportunities so the business case for Sustainability may be developed and investment horizons and resources may be identified.

She has also supported response to Shareholder resolutions and investigations and has developed programs (including Fraud controls) to manage internal and external Sustainability-related communications. Kathryn has been involved in assessing environmental controls in conjunction with Sarbanes-Oxley readiness requirements, analyzing contingent environmental liabilities and disclosures for financial reporting and due diligence purposes, and assessing Environmental, Health & Safety and Sustainability frameworks for the purpose of identifying performance and efficiency improvement opportunities.

Additionally, Kathryn has been involved in assisting organizations with factoring social, environmental, and economic factors into business strategies and performance measurement systems.

Kathryn is also a member of Deloitte's Global Corporate Responsibility & Sustainability practice and has an Economics degree from the University of Texas where she specialized in Environmental and a Master of Business Administration from Rice University.



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Scott began his career with Ernst & Young in the firm's National Office Accounting and Auditing Research Department and progressed to Partner, Office Managing Partner and now Managing Partner of the Ernst & Young's Pacific Northwest Area Assurance (Audit) Practice. Throughout his career, Scott has managed relationships with some of Ernst & Young's most respected international clients. Scott also has expertise in serving emerging, venture-backed technology companies, having participated in dozens of IPO's and follow-on equity offerings, financings, mergers, acquisitions and other strategic transactions for emerging technology companies.

His expertise includes corporate alliances, joint ventures, mergers and acquisitions and merger integration activities. Scott also has consulted with clients in areas such as business and strategic planning, organizational design, process improvement, merger integration, and international expansion.

As a former Practice Fellow at the Financial Accounting Standards Board (1987-1989), Scott has a strong technical accounting background. He participated in the Board's Financial Instruments Project and numerous deliberations of the Emerging Issues Task Force and co-authored with two PhDs, *the FASB Research Report on Hedge Accounting (1991)*. Scott also has authored articles in professional journals and has served as an Adjunct Faculty member at both the Brigham Young University Marriott School of Management and the University of California at Berkeley, Haas School of Business.

Scott graduated summa cum laude with a Bachelor and Master's Degree in Accounting from Brigham Young University. He and his wife Chris, a former Health Care Consultant, have four boys ages 11 through 18 and currently reside in Holladay, Utah.



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Mark E. Preisinger

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Mark Preisinger is Director of Corporate Governance for The Coca-Cola Company. In this capacity, his responsibilities include coordinating engagement between the Company and its institutional and individual shareowners, with a primary focus on corporate governance, environmental and social issues.

Mr. Preisinger serves on the Board of Governors of the International Corporate Governance Network; on the Advisory Board for the Millstein Center for Corporate Governance at Yale; and on the Board of Directors of the IRRIC Institute. He also serves on the Advisory Board of the Weinberg Center for Corporate Governance at the University of Delaware; on the Board of Trustees for the Council for Economic Development and is a past Co-Chair of the Council of Institutional Investors. Mr. Preisinger is a frequent speaker on programs related to corporate governance.

Mr. Preisinger joined The Coca-Cola Company in 1984 and has managed a variety of domestic and international assignments for the business. Since 2007, he served as Vice President of Public Policy and Stakeholder Engagement overseeing the development and execution of strategies to manage public policy issues for the Company. He is a graduate of the University of Georgia and resides in Atlanta.



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Mark Radcliffe is a partner of DLA Piper USA, LLP. He earned a B.S. in Chemistry magna cum laude from the University of Michigan and a J.D. from Harvard Law School. Mr. Radcliffe's practice focuses on representing corporations in their intellectual property and finance matters. In 2009, Intellectual Asset Management magazine named Mr. Radcliffe as one of the IAM 250: World's Leading IP Strategists. He has been repeatedly been involved in major developments in intellectual property law: he assisted in drafting the Intellectual Property Bankruptcy Act of 1988 (dealing with interaction between intellectual property licenses and bankruptcy); he developed the first Domain Dispute Resolution Procedure in 1994 which continues to be the basis for the current system; and he has advised many companies on open source issues, including the open sourcing of Sun's Solaris operating system and is currently the general counsel of the Open Source Initiative. For his work on developing the Domain Dispute Resolution System, in 1997, the National Law Journal named him one of the 100 Most Influential Lawyers in the United States. In 1998, Harvard Law School designated him a "Distinguished Alumni." He has worked with companies in many industries, ranging from open source to semiconductor to digital media to medical devices. You can also read his blog at <http://lawandlifesiliconvalley.com/blog> which frequently deals with intellectual property issues. His contribution to open source has been recognized in the press http://www.theregister.co.uk/2007/08/30/open_source_mark_radcliffe/. He also manages the firm's Intellectual Asset Management Practice. For example, he assisted one company with over 50,000 patents to develop a plan and internal infrastructure to exploit those patents. He has worked with a wide variety of companies from emerging growth companies such as Netratings, SugarCRM, Cleversafe, and Magnum Semiconductor, Inc. to larger companies such as Sony Corporation, Sun Microsystems, Inc. and Adobe Systems, Incorporated.

The publishers of the leading international guides to lawyers consistently rank Mr. Radcliffe among the top lawyers in his profession. The respected English publishers Chambers and Partners names him in *Chambers USA: America's Leading Lawyers for Business*, describing him as "outstanding." He will be listed in the 2009 edition of *The Best Lawyers in America* in the area of information technology law and was listed in *The Best Lawyers in America*, 2008 edition. In 2004, he was named one of Northern California's Top 100 intellectual property Super Lawyers, in a joint project of *Law & Politics* and *San Francisco* magazines. In 2004 and *Who's Who Legal* publication, "The International Who's Who of Business Lawyers" in 2002. He has been named in the 2003 *Expert Guide – The World's Leading Trademark Lawyers*; the 2002 *Who's Who Legal* publication *The International Who's Who of Business Lawyers*; and in the 1999 *Law Business* publication *An International Who's Who of Internet and e-Commerce Lawyers*. He has been quoted on intellectual property matters in *Time Magazine*, the *New York Times*, *Wall Street Journal*, *San Francisco Examiner*, *San Jose Mercury News* and the *Daily Variety*. Mr. Radcliffe has published articles in such legal magazines as the *National Law Journal*, *Trademark World*, *Computer Lawyer*, *California Law Business* and *Copyright World*.



Toni Rembe Rock

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Toni Rembe Rock is the president and a member of the board of the Van Loben Sels Rembe/Rock Foundation that specializes in social justice and related legal services. She is a former partner at Pillsbury Winthrop Shaw Pittman LLP, where she served as managing partner of the firm's tax department and served as a member of its governing executive committee.. She is a co-founder of the Arthur and Toni Rembe Rock Center for Corporate Governance at Stanford University, and has been a trustee and past president of The Commonwealth Club of California. In addition to being involved on the boards of several not for profit organizations, Toni has been a member of the board of many public companies, including Potlatch Corporation and Safeco. She recently retired from the boards of AT&T and AEGON N.V. (an international insurance company headquartered in the Netherlands). She also served on the boards of American President Companies, Pacific Telesis and Transamerica Corporation. She has served on numerous board committees, including audit, compensation and nominating/corporate governance, and has co-chaired Corporate Women Directors International.



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*Managing Director and International General Counsel
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Michael B. Robinson is a Managing Director and the General Counsel – International of the Millennium Partners group, a global hedge fund group with over \$10 billion in assets under management operating from offices in New York, Greenwich (Connecticut), London, Paris, Luxembourg, Singapore, Hong Kong, Tokyo and Beijing. Prior to April of this year, Michael was based in Millennium's London office. In April he relocated to the firm's Hong Kong office to support the firm's rapid growth in Asia, and became the SFC licensed RO of the firm's Hong Kong business.

Prior to joining Millennium, Michael was a corporate attorney with the New York and London offices of Fried, Frank, Harris, Shriver & Jacobson LLP.

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Arthur Rock

Principal, Arthur Rock & Co.

Co-founder, Arthur and Toni Rembe Rock Center for Corporate Governance, Stanford University

Arthur Rock is Principal of Arthur Rock & Co. and co-founder of the Arthur and Toni Rembe Rock Center for Corporate Governance at Stanford University. Mr. Rock was previously a partner at Davis & Rock and President of The BASIC Fund, which provides scholarships for inner city children to attend private schools. He was Chairman of the Board of Scientific Data Systems and a member of the Board of Directors of Teledyne Inc., Xerox, Argonaut Insurance, Apple Computer, AirTouch, the Nasdaq Stock Market, and Echelon Corporation. Mr. Rock was a founder of Intel Corporation and served as Chairman of the Board, Chairman of the Executive Committee and lead director. He is also noted as one of America's first venture capitalists as well a driving force in the emergence of Silicon Valley as a technological center

Mr. Rock has also served as trustee of the Visiting Committee of the Harvard Business School, the California Institute of Technology, San Francisco Museum of Modern Art, and the San Francisco Opera. He is a recipient of the Medal of Achievement of the American Electronics Association and the American Academy of Achievement, the Arents Pioneer Medal of Syracuse University, the Lifetime Achievement in Entrepreneurship & Innovation Award from the University of California, the Northern California Business Leader of the Year from the Harvard Business School Association, and the Commonwealth Club's Distinguished Citizen Award. He has been inducted into the Junior Achievement Hall of Fame, the California Business Hall of Fame, and the Bay Area Business Council Hall of Fame.

Mr. Rock received a BS degree in Political Science and Finance from Syracuse University and an MBA from Harvard University.



Michael C. Ross

*Former Senior Vice President and General Counsel
Safeway Inc.*

Michael C. Ross has served as Senior Advisor to Safeway Inc. Until he retired as an executive Officer in May 2000, he was Senior Vice President, General Counsel and Secretary of the company. He joined Safeway in 1993 and was responsible for legal affairs in the United States and Canada, as well as security, risk management and environmental, health and safety. In his capacity as General Counsel, Mr. Ross had company-wide responsibility for compliance programs. He successfully managed Safeway's acquisitions of Vons, Dominick's, Carr-Gottstein, Randall's and Genuardi's. In his advisory capacity, he worked with the company on major acquisitions and dispositions, and consulted on compliance issues and D&O placements.

Mr. Ross serves on the National Advisory Board of the Institute for Practical Ethics at the University of Virginia and is a member of the ABA Business Law Committee on Corporate Compliance. He teaches a seminar entitled, "Ethics and Integrity in Law and Business—Avoiding 'Club Fed'" at the University of Virginia and Berkeley law schools. He has given guest lectures on ethics in law and business in the College at UVA. He also teaches seminars on the practical aspects of corporate mergers and acquisitions at the University of Virginia and Berkeley law schools, and he has given guest lectures on M&A at the Haas School of Business. He serves on the Advisory Board of Berkeley's Center for Law, Business and the Economy. Mr. Ross has moderated or served on panels at Stanford Law School's Directors' College annually since 2001. He has also done Continuing Legal Education programs on ethics. He writes a regular column for "GC California," an American Law Media publication. Mr. Ross has an adjunct relationship with Altman Weil, the law firm and legal department consulting firm.

Prior to joining Safeway, Mr. Ross was a partner at the law firm of Latham & Watkins. He specialized in corporate mergers and acquisitions, and participated in numerous transactions in a wide variety of industries.

Mr. Ross graduated from the University of Virginia, School of Law in 1977 and received his bachelor's degree with honors from the University of Virginia in 1970. He served in the U. S. Navy from 1970 to 1974, completing the last two years of service as a Lieutenant and the Operations Officer of the USS Truckee.

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Sam Savage

Professor (Consulting) Management Science and Engineering
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After receiving his Ph.D. in the field of computer science from Yale University in 1973, Sam spent a year at General Motors Research Laboratory, and then joined the Management Science faculty of the University of Chicago Graduate School of Business. Here he discovered that an Algebraic Curtain separated the bulk of his management students from management science. In 1985 Dr. Savage led the development of a software package called What'sBest!®, that coupled Linear Programming to Lotus 1-2-3. The package won *PC Magazine's* Technical Excellence Award in 1986. Sam has worked ever since to bring analytical tools to managers in an algebra free environment. In 1990, Sam moved to Stanford, where he teaches Management Science in the Engineering School. He has been a Visiting Professor at Northwestern University's Kellogg School and the Naval Postgraduate School in Monterey, and has recently been appointed to the position of Senior Associate of the Judge Business School at the University of Cambridge.

Recent publications include articles on The Flaw of Averages in the *San Jose Mercury News*, and *Harvard Business Review*, and Accounting for Uncertainty, in the *Journal of Portfolio Management*. Dr. Savage consults and lectures extensively to business and government agencies and has served as an expert witness. Harry Markowitz, Nobel Laureate in Economics, has called Dr. Savage's book and software, *Decision Making with Insight*, "a Must Read."

In 2006, Dr. Savage founded ProbabilityManagement.org with colleagues Stefan Scholtes of Cambridge and Daniel Zweidler of Shell, to promote a unified approach to enterprise wide risk modeling.

Dr. Savage is also founder and president of AnalyCorp Inc., a firm that develops executive education programs and software for improving business analysis.



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Rex A. Sherry

Partner and Co-Head of West Coast Investment Banking
America's Growth Capital

Mr. Sherry has been a technology investment banker for the past 21 years. He currently is a Partner and Head of West Coast Investment Banking for Americas Growth Capital. Throughout his career, he has been involved in meeting the needs of large and small technology growth companies in the areas of private placements, initial public offerings, secondary public offerings, debt and mergers and acquisitions.

Mr. Sherry's area of expertise in the technology sector is in the electronics and clean technology fields. He has worked on over 75 IPOs and 200 follow-on financings and has completed over \$30 billion of M&A. His historical clients include: AMCC, AMD, AMI Semiconductor (ON Semiconductor) Analog Devices, Asyst Technologies, ATMI, Authentec, Emcore, Entegris, Exar, Freescale Semiconductor, Galileo Technologies (Marvell Technology Group), Genesis Microchip (STMicroelectronics), Hynix, Integrated Device Technology, International Rectifier, JDS-Uniphase, LSI, Logic, Maxim Integrated Products, MEMC Electronic Materials, Mentor Graphics, Micron Technology, NetLogic Microsystems, Nextest Systems, Novellus, ON Semiconductor, On Track Systems (Lam Research), PLX Technology, PMC-Sierra, Power Integrations, RF Micro Devices, Rocket Chips (Xilinx), Sanmina, Semtech, Sigmatel, Telcom Semiconductor (Microchip Technology), TranSwitch, TriQuint Semiconductor, Ultratech Stepper, Veeco Instruments and VLSI Technology (NXP Semiconductors).

Prior to joining Americas Growth Capital, Mr. Sherry was a Senior Managing Director and Head of West Coast Technology banking for Bear Stearns. Previously, he had been a Vice Chairman of Technology Investment Banking and Global Head of Semiconductor Investment Banking for Merrill Lynch. He began his career at Montgomery Securities. Mr. Sherry holds a BA degree in Business Economics from the University of Washington.



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John B. Shoven

Charles Schwab Professor of Economics; Wallace R. Hawley Director
Stanford University; Stanford Institute for Economic Policy Research (SIEPR)

John B. Shoven is the Charles R. Schwab Professor of Economics at Stanford University and the Wallace R. Hawley Director of the Stanford Institute for Economic Policy Research (SIEPR). He is also a Senior Fellow by Courtesy of the Hoover Institution at Stanford. He has served as the Chairman of the Economics Department (1986-89), Director of the Center for Economic Policy Research (1988-93) and Dean of Humanities and Sciences (1993-98). He is a Research Associate of the National Bureau of Economic Research and serves as the Director of their West Coast office.

Dr. Shoven received a B.A. in physics from UCSD in 1969 and a Ph.D. in economics from Yale in 1973. He joined the Stanford faculty in 1973, was granted tenure in 1977 and became a full professor in 1979. Over the course of his career, he has published more than one hundred professional articles and has authored, co-authored, or edited twenty books. In 1995 he was elected a Fellow of the American Academy of Arts and Sciences. In 2001, he received TIAA-CREF's Paul A. Samuelson Award for Excellence for Outstanding Writing on Lifelong Financial Security.

Dr. Shoven's research is in the fields of public finance, corporate finance and investments. He has written on corporate taxation, personal taxation, saving in the U.S. economy, public policy towards pensions, mutual fund taxation, long-run returns in equity markets, the expensing of stock options, and Social Security. If there is a theme to his publications, it is that he works on private and public sector policies that can be changed for the better. For example, his work on taxation and mutual funds in the early and mid-1990s with Joel Dickson stimulated the introduction of tax efficient mutual funds. A second example is his work in 1996 on the taxation of pensions ("The Taxation of Pension: A Shelter Can Become A Trap"), which led to the elimination of the 15% tax on excess pension accumulations and excess pension distributions as part of the Taxpayer Relief Act of 1997. In a third case, Dr. Shoven was amongst those advocating inflation-indexed government bonds. He organized a SIEPR conference at the National Press Club on the possibility of the government issuing such securities about one year before they were introduced. The conference included Undersecretary of Treasury Larry Summers and representatives from Vanguard, TIAA-CREF and Barclays Global Investors. Finally, Dr. Shoven's several books on Social Security have received acclaim and have influenced the debate underway in the country about how to restructure the system and assure its solvency. Dr. Shoven served on the Technical Panel on Trends and Issues in Retirement for the 1994-96 Advisory Council on Social Security. His most recent work deals with reforming the U.S. Federal Budget. He has testified in Congress a number of times including appearances before the House Ways and Means Committee, the Senate Finance Committee and the House Committee on Education and the Workforce. He regularly writes a column in *On Investing*, a *Bloomberg* magazine.

Dr. Shoven teaches public finance, investments, microeconomics, and introductory economics at Stanford. He is proud of his many former Ph.D. students some of whom now teach at Wharton, The University of Michigan, Stanford, The University of Texas, Wisconsin, and UCLA as well as those who work in the private sector at such places as Vanguard, Financial Engines, and Deutsche Bank. Each summer for the past twenty years, Professor Shoven has run a weeklong workshop for high school teachers of economics.

Dr. Shoven is Chairman of the Board of Cadence Design Systems. He has been on their board since 1992 and has been Chairman since 2005. He is chairman of the Nominating and Governance Committees and a member of both the Compensation Committee and the Audit Committee. He is also a member of the board of American Century Funds.



Louis A. Simpson

President and Chief Executive Officer, Capital Operations
GEICO Corporation

Louis A. Simpson was elected President and Chief Executive Officer, Capital Operations, of GEICO Corporation in May 1993. From 1985 to 1993, he served as Vice Chairman of the board. Mr. Simpson joined GEICO Corporation and Government Employees Insurance Company (GEICO) in September 1979 as Senior Vice President and Chief Investment Officer.

Prior to joining GEICO, Simpson was President and Chief Executive Officer of Western Asset Management, a subsidiary of the Los Angeles-based Western Bancorporation. Previously he was a partner at Stein Roe and Farnham, a Chicago investment firm, and an instructor of economics at Princeton University.

Mr. Simpson is a Director of Science Applications International Corporation (SAIC), VeriSign, and Princeton University Investment Company. The Outstanding Directors Exchange (ODX) named him an Outstanding Director in 2006. He serves as a trustee for the Urban Institute, the Museum of Science and Industry, and he is a director of the Economic Club of Chicago.

Previously, Mr. Simpson served as a Director on a number of public company boards including AT&T, Comcast, HNC Software, MediaOne, Potomac Electric Power, ResMed, Salomon Inc., U.S. West, and Western Asset Funds.

Mr. Simpson was elected to the Northwestern University Board of Trustees in 2006 and serves on the Educational Properties and Investments Committees. Mr. Simpson holds a B.A. from Ohio Wesleyan University and a Master's degree in economics from Princeton University.



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Michael Smith

President, Executive Liability
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Michael Smith is the President of Executive Liability, a division of AIU Holdings, the leading provider of management liability, network security, and professional liability insurance. He was previously President of Financial Lines Claims, with management responsibility of claims for all products underwritten by Executive Liability. Mike began his insurance career with Executive Liability in 1996 as Division Counsel in the Professional Liability Division, and later served as Executive Vice President and Chief Underwriting Officer before being promoted to Division President. Mike is an attorney, has practiced law in the private sector in Atlanta, Georgia and served on the in-house legal staff of a Fortune 500 firm. He holds a B.A. in Accounting from the University of West Florida and a J.D. from the University of Florida College of Law, where he graduated with Honors. He has been admitted to the Bar in both New York and Georgia.



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Scott P. Spector

Partner and Chair, Executive Compensation and Employee Benefits Group
Fenwick & West LLP

Scott P. Spector chairs the executive compensation and employee benefits group of Fenwick & West LLP. His practice emphasizes the compensation issues that arise in connection with mergers and acquisitions, and corporate governance matters involving executive compensation. He also specializes in serving high technology and software clients in designing and implementing executive compensation, equity compensation and other employee benefit arrangements. He is an expert on Section 409A and 280G matters. Mr. Spector also represents numerous chief executive officers of technology companies in contract negotiations. Among the clients he currently represents are: Agilent; Barclays Global Investors; Cisco Systems; Intuit; Symantec Corporation; Synopsis; and Virgin America.

He is the former Chair of the Subcommittee on Executive Compensation of the Federal Regulation of Securities Committee of the ABA Business Law Section and the Subcommittee on the Federal Securities Regulation of the Committee on Employee Benefits of the ABA. Mr. Spector is a member of the Practising Law Institute Board of Advisors and co-chairs the ALI/ABA annual program on executive compensation. He is a frequent speaker at national compensation, governance, and securities law programs, and has written extensively on executive compensation, corporate governance and stock compensation matters. He was named to *The Best Lawyers in America* 2009 in the area of Employee Benefits Law and recognized by *Chambers USA* as one of the top Employee Benefits and Executive Compensation lawyers in California.

Mr. Spector received his Juris Doctor from Tulane University in 1974 and his Masters in Law (in Taxation) from New York University in 1975. He is a member of the California, New York and Illinois bars and numerous bar associations.



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Joan Edelman Spero

Visiting Scholar; Director
The Foundation Center; IBM and ING

Joan E. Spero is currently a Visiting Scholar at the Foundation Center, which works to strengthen the non-profit sector by collecting and disseminating information, conducting research, and offering educational programs on the world of philanthropy. From 1997 to 2008, Ms. Spero served as President of the Doris Duke Charitable Foundation. The foundation makes grants in the performing arts, environmental preservation, medical research and prevention of child abuse. Ms. Spero also served as President of the Duke Farms Foundation, a 2,700 acre property in New Jersey devoted to environmental stewardship; and the Doris Duke Foundation for Islamic Art, whose mission is the study and understanding of Islamic arts and culture.

Ms. Spero served in the U.S. Department of State as Undersecretary for Economic, Business, and Agricultural Affairs (1993-1997) and as Ambassador to the United Nations for Economic and Social Affairs (1980-1981). She was a corporate executive at American Express Company (1981-1993) and an Assistant Professor at Columbia University (1973-1979). Ms. Spero graduated from the University of Wisconsin and holds a master's and doctoral degrees from Columbia University.

Ms. Spero has authored several books and articles in professional journals and is active in professional associations in foreign affairs and economics. She is a Director of IBM and ING; serves as a Trustee of Columbia University, the Council on Foreign Relations, and the Wisconsin Alumni Research Foundation; and is a member of the Academy of American Ambassadors, the Academy of Diplomacy, and the American Philosophical Society.



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The Honorable Stanley Sporkin

BP America Ombudsman Program
(Retired) U.S. District Court Judge

Formerly a partner with the international law firm of Weil, Gotshal & Manges, Judge Stanley Sporkin (Ret.) recently became a sole practitioner as part of his new role as leader of BP's Ombudsman Program. Judge Sporkin's practice also consists of counseling parties in SEC, Corporate Governance and Litigation Matters. Because of his judicial background, he also acts as an arbitrator and provides mediation services.

Judge Stanley Sporkin attended Pennsylvania State University from 1949-1953 and received his law degree from Yale University in 1957. Judge Sporkin spent twenty years with the SEC serving the last seven as the Director of the Division of Enforcement. He then went to the CIA where he served five years as the General Counsel. In 1985, President Ronald Reagan appointed him to the Federal Bench where he served as a United States District Judge for the District of Columbia for 14 years. Upon retirement from the Bench, Judge Sporkin spent six years as a Partner with the international law firm of Weil, Gotshal & Manges. Judge Sporkin is also a Certified Public Accountant.

In 1976 he received the National Civil Service League's Special Achievement Award and in 1978, Judge Sporkin received the Rockefeller Award for Public Service from the Woodrow Wilson School of Public and International Affairs at Princeton University. In 1979, he was the recipient of the President's Award for Distinguished Federal Civilian Service, the highest honor that can be granted to a member of the Federal career service. During his service with the Central Intelligence Agency, the Director of Central Intelligence conferred on him the Distinguished Intelligence Medal. In 1990, he was named an Alumni Fellow at the College of Business Administration, The Pennsylvania State University. In 1994, he was presented the William O. Douglas Award for Lifetime Achievement by the Association of Securities and Exchange Commission Alumni and in May 1996, he was presented the H. Carl Moultrie Award for Judicial Excellence by the Trial Lawyers of Washington, D.C. In June 2000, he was presented with the prestigious Federal Bar Association's Tom C. Clark Award. In October 2000, Judge Sporkin received the Judicial Excellence Award from Judicial Watch. On June 6, 2002, Judge Sporkin, along with four other prominent Washingtonians, was recognized as Father of the Year by the American Diabetes Association. He is an active lecturer in continuing legal education and corporate governance programs.

During his six years with Weil, Gotshal & Manges LLP, Judge Sporkin has overseen major studies involving the U.S. Securities and Exchange Commission, the New York Stock Exchange and the National Association of Securities Dealers. He has also acted as a mediator and an arbitrator in a number of important cases including his role as an arbitrator in the dispute between Cablevision and the Yankees Entertainment and Sports Network ("YES").

Judge Sporkin is the son of The Honorable Maurice W. Sporkin (deceased), a long time Judge of the Court of Common Pleas, Philadelphia, Pennsylvania, and Ethel Sporkin (deceased). He is married to Judith Sally Imber and has three children: Elizabeth Sporkin, Daniel Sporkin, and Thomas Sporkin; and five grandchildren.



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Jeff Strnad

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Jeff Strnad's research is spread across the fields of taxation, public finance, finance, and empirical analysis. He has published leading works on the taxation of financial instruments. Professor Strnad is an innovative teacher of quantitative methods, creating original courses in empirical analysis and game theory. Before joining the Stanford Law School faculty in 1997, he was a professor of law and economics at the California Institute of Technology and the John B. Milliken Professor of Taxation at the University of Southern California Law Center.

Professor Strnad holds a courtesy appointment as Professor of Economics with the Stanford University Department of Economics.



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Patricia J. Villareal

Partner, Head of Securities and Shareholder Litigation & SEC Enforcement Practice
Jones Day LLP

Pat Villareal's practice focuses on representing public companies and their directors and officers facing securities and corporate governance litigation, as well as advising boards of directors and board committees in matters such as internal investigations and corporate governance issues. She has extensive experience in director and officer indemnification and insurance issues and has represented public companies and private equity clients in response to claims arising from mergers and acquisitions.

Pat has been highly successful in winning securities cases through motions to dismiss under the Private Securities Litigation Reform Act, in motions for summary judgment, and in Daubert motions. She recently won a motion to dismiss a consolidated securities class action complaint on behalf of Dell and certain of its current and former directors and its independent auditor on the grounds that the plaintiff failed to adequately plead scienter or loss causation. *In re Dell Inc. Sec. Litig.*, No. A-06-CA-726-SS (W.D. Tex.), 591 F. Supp. 2d 877 (2008).

Her other clients include Novatel Wireless, Bell Microproducts, Electronic Data Systems, Michaels Stores, SOURCECORP, Cintas Corporation, ACI Worldwide, Dana Corporation, Nabors Industries, Morgan Stanley, and UICI.

Pat co-chairs the Firm's Securities and Shareholder Litigation & SEC Enforcement Practice. Recently, she headed the preparation of a letter commenting on the June 5, 2008 Exposure Draft of a Proposed Statement of Financial Accounting Standards that would replace and expand FAS 5's disclosure requirements for loss contingencies. She regularly lectures on corporate governance and securities related issues.



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Roman L. Weil

V. Duane Rath Professor of Accounting Emeritus; Program Fellow; Visiting Professor
Chicago Booth School of Business; Stanford Law School; Harvard Law School.

Roman L. Weil, Ph.D., CMA, CPA, is V. Duane Rath Professor of Accounting Emeritus at the Chicago Booth School of Business, Program Fellow at Stanford Law School, and Visiting Professor at Harvard Law School.

He received his BA in Economics and Mathematics from Yale University in 1962. He received his MS in Industrial Administration in 1965 and Ph.D. in Economics in 1966, both from Carnegie-Mellon University. He joined the faculty at the University of Chicago in 1965, where he has held positions in Mathematical Economics, Management and Information Sciences, Accounting, and in the Law School. He co-founded and co-directs The Directors' Consortium, a joint ventures of Chicago, Stanford Law School, Stanford Graduate School of Business, and The Tuck School at Dartmouth.

He has been a CPA in Illinois since 1973 and a CMA since 1974. He has served on the faculties of the Georgia Institute of Technology, New York University Law School, University of Washington Business School, and at Stanford University in its Graduate School of Business, Economics Department, and Law School, and Harvard Law School.

He has served as editor or associate editor of *The Accounting Review*, *Communications of the Association for Computing Machinery*, *Management Science*, *Journal of Accounting and Economics*, and the *Financial Analysts Journal*.

He has co-edited four professional reference books for McGraw-Hill, Simon Schuster, Prentice-Hall, and John Wiley & Sons. He has co-authored over a dozen textbooks for Holt, Rinehart, and Winston, The Dryden Press, Harcourt, Brace & Jovanovich, Thomson Learning, and South-Western Cengage Learning. He is the senior editor of, and contributor to, the *Litigation Services Handbook*, now in its fourth edition. His articles have appeared in *Barron's* and *The Wall Street Journal*. He has published over 100 articles in academic and professional journals. He has served as the principal investigator on various research projects of the National Science Foundation.

He served on the Securities and Exchange Commission Advisory Committee on Replacement Cost Accounting. At the Financial Accounting Standards Board, he has served on two task forces—one on consolidations and the other on interest methods—and on the Financial Accounting Standards Advisory Council.

He is a member or member emeritus of the American Accounting Association, the American Economics Association, the American Institute of Certified Public Accountants, and the Illinois Society of Certified Public Accountants.

He has consulted to governmental agencies, including the U.S. Treasury Department and the Securities and Exchange Commission.

He serves on the Board of Directors of mutual funds affiliated with New York Life Insurance Company and has chaired the Audit Committee. He serves on the board of Ygomi Corporation and chairs the audit committee. He serves on the Investment Company Institute's Independent Directors' Council.



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Shirli Fabbri Weiss

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Shirli Fabbri Weiss concentrates in civil trial practice in federal and state courts primarily in California. Her practice emphasizes representing companies and directors and officers in securities litigation and companies in mass product liability/consumer litigation; defense of government proceedings on behalf of corporate directors and officers; and representation of special committees of boards of directors.

The respected English publisher *Chambers & Partners* recognized her in *Chambers USA: America's Leading Lawyers for Business*, noting that clients regard her as "tenacious, smart and extremely well-connected." *The American Lawyer* named her a Top Commercial Litigation Lawyer. She is listed in *The Best Lawyers in America* and has been named a Southern California Super Lawyer and a San Diego Super Lawyer. *The California Daily Journal* named her among the Top 30 Securities Litigators in California and among the Top 75 Women Litigators. *Lawdragon* lists her among The 100 Lawyers You Need to Know in Securities Litigation and among The 500 Leading Lawyers in America.

Ms. Weiss is a member of the firm's US Executive Committee.



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Nancy H. Wojtas

Partner

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Nancy H. Wojtas is a partner in the Business department of Cooley Godward Kronish LLP and is the chair of the Public Securities Group of the law firm. Ms. Wojtas worked at the Securities and Exchange Commission and served as Counsel to the Chairman of the Commission. Ms. Wojtas received a B.A. from the University of Michigan in 1972, a J.D. from Wayne State University in 1976 and an LL.M. from New York University School of Law in 1977. She is a member of the Opinions Committee of the California State Bar and a former Co-Chair of the Corporations Committee of the Business Section of the California State Bar. Ms. Wojtas is admitted to practice law in New York, Illinois and California. Ms. Wojtas was included in *The Best Lawyers in America* in the specialties of Corporate Governance and Compliance in 2007, 2008 and 2009.



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Kyle Wombolt

Partner

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Kyle Wombolt has a broad-ranging practice that is worldwide in scope. Over the course of his career, Mr. Wombolt has counseled clients on matters ranging from cross-border transactions to international arbitration and dispute resolution. He works extensively throughout Asia on various securities and corporate governance matters.

Mr. Wombolt has represented a broad range of clients in matters arising in more than 35 countries. He regularly counsels clients on all aspects of international transactions, including the corporate governance and securities law implications of those transactions. Mr. Wombolt also counsels clients on international dispute resolution and litigation matters. He has led and conducted numerous internal investigations on behalf of multi-national clients related to potential FCPA and U.S. securities law issues. Mr. Wombolt also regularly advises clients on securities-related disclosures, compliance programs, and risk mitigation in foreign transactions. In addition, he has defended a broad range of international clients in investigations by the SEC and DOJ, as well as in shareholder class and derivative actions and other complex business-related disputes.

Prior to joining Goodwin Procter in 2007, Mr. Wombolt practiced at the Palo Alto office of Wilson Sonsini Goodrich & Rosati and the New York office of Schulte Roth & Zabel. He also has experience on Wall Street, where he spent two years and helped lead the alternative investment funding group at a technology-focused investment bank.

Mr. Wombolt is admitted to the bars of California and New York; the U.S. District Courts for the Southern and Eastern Districts of New York; the U.S. District Courts for the Northern, Central and Southern Districts of California; and the U.S. Courts of Appeals for the Third and Ninth Circuits. He has also been admitted to practice before courts in Arizona, Idaho, Mississippi, Missouri, Washington and West Virginia.



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Yi Zhang

Managing Partner, Shanghai
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Mr. Zhang is the managing partner of King & Wood Shanghai Office. His practice area mainly covers merger & acquisition, private equity, restructuring, securities law, privatization of State-owned companies and etc.

Mr. Zhang has earned extensive experience in his practice, and handled several milestone projects in China, including the first Sino-American insurance joint venture project in China (advising China Pacific Insurance Company), the first telecommunication service joint venture project in China (advising AT&T), the first joint venture in public utility network section (advising Vivendi), APP USD1.3 billion banking debt restructuring and equity restructuring in the PRC, Carlyle's investment into China Pacific Insurance (representing China Pacific), to name a few.

He has gained extensive experience in the formation of RMB funds.

Before joining King & Wood, he worked as in-house counsel in China National Medicines and Health Products Import and Export Corporation.

Mr. Zhang earns fairly wide recognition in the legal profession and has been nominated for several times by a number of domestic and offshore legal journals as one of the leading individuals in Chinese legal market.

In addition to his professional work, Mr. Zhang is a frequent speaker in seminars and events relating to Chinese law issues. He also wrote academic articles and papers on Chinese law subjects, which have been published by international publishing houses.

Mr. Zhang is a member of Shanghai Committee of China People's Political Consultative Conference, a council member to Shanghai Bar Association, a council member to Shanghai Enterprise Confederation (Shanghai Enterprise Directors Association), and a special research fellow to China Center for Public-Private Partnerships.

Mr. Zhang graduated from University of International Business and Economics with a LL.B. and gained his LL.M. from Stanford Law School. He also has an Executive MBA degree.

He is fluent in Mandarin, English and Shanghai dialect.

Mr. Zhang is both qualified in PRC as well as New York State of the United States.