

MARY T. AFFLERBACH

Firm: Air Products and Chemicals, Inc.
Title: Corporate Secretary and Chief Governance Officer

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Profile:

Mary Afflerbach joined the Air Products in 1989 as a tax attorney. In 2004, Mary assumed responsibility for the overall management of the Corporate Secretary's Office as Governance Counsel and Assistant Corporate Secretary. The Corporate Secretary's Office serves as the liaison between the Company's Board of Directors and management, organizes and prepares materials for meetings of the Board of Directors and its committees and the Annual Meeting of shareholders, advises management and the Board on legal and regulatory matters pertaining to corporate governance, prepares and distributes the Company's proxy statement, creates and maintains the official corporate records of the Company and its subsidiaries, maintains shareholder records and Securities Exchange Commission filings pertaining to stock ownership, and serves as the Company's liaison with the New York Stock Exchange. In 2007, Mary added accountability for the Company's U.S. Securities Law compliance to her scope, overseeing the Company's insider trading compliance programs and working with the Finance organization to ensure that the Company's financial disclosures are compliant.

In 2009, Mary was named Corporate Secretary and Chief Governance Officer.

Education:

J. D. *Magna Cum Laude*, State University of New York at Buffalo Law School, 1983
B.A. with High Distinction, *Phi Beta Kappa*, University of Virginia, 1980

MARK A. BORGES

Firm: Compensia, Inc.,
Title: Principal

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Profile:

Mark A. Borges is a principal with Compensia, Inc., a management consulting firm providing executive compensation advisory services to compensation committees and senior management of knowledge-based companies. From April 2003 until September 2007, he was a principal for Mercer in the firm's Washington Resource Group in Washington, DC. Previously, Mr. Borges was a Special Counsel in the Office of Rulemaking, Division of Corporation Finance with the United States Securities and Exchange Commission. Before that, he was General Counsel for ShareData, Inc. Mr. Borges practiced law with the firms of Ware & Friedenrich (now DLA Piper) from 1987 to 1992 and Pillsbury, Madison & Sutro (now Pillsbury Winthrop) from 1982 to 1987. From 1981 to 1982, he served as law clerk to the Honorable Marion T. Bennett of the United States Court of Claims in Washington, DC.

Mr. Borges is the author of *SEC Executive Compensation Disclosure Rules*, published in June 2008 by the American Bar Association, and a co-author of the Lynn, Romanek & Borges' *Executive Compensation Disclosure Treatise and Reporting Guide*, published in the Fall of 2008. He is also an Adjunct Professor at the Georgetown University Law Center, teaching a course of the securities law aspects of executive compensation.

A California native, Mr. Borges graduated from Humboldt State University in 1976. He received his J.D. from Santa Clara University in 1979 and an L.L.M. in Taxation from New York University in 1981. He is a member of the American Bar Association.

CAROL BOWIE

Firm: RiskMetrics Group, Inc.
Title: Head, Governance Institute

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Profile:

Carol Bowie leads the Governance Institute team in RiskMetrics Group's ISS Governance Services unit. The Institute provides timely and insightful research and information around key issues in corporate governance.

Ms. Bowie previously headed the Governance Research Service unit at Institutional Shareholder Services, where she oversaw the compilation and analysis of non-recommendation, proxy-based research for more than 10,000 U.S. and global companies annually. Prior to that, she was Director of Governance Research at the Investor Responsibility Research Center (IRRC), also working with institutional investor clients to help develop and implement their proxy voting policies.

Before joining IRRC in 2001, Ms. Bowie was Director of Publications & Research for Executive Compensation Advisory Services and long-time managing editor of the *Executive Compensation Reports* newsletter, analyzing trends and developments in executive pay at public companies.

Ms. Bowie is a frequent speaker on a range of governance issues. Her articles have been published in journals such as *Mergers & Acquisitions* and *Directorship Magazine*, and she regularly provides information and commentary to the business and general press, including publications such as the *Wall Street Journal*, *Business Week*, *The New York Times*, and *USA Today*. She has also appeared on various business-related television and radio programs.

Education:

Ms. Bowie received an honors degree in history from the University of Maryland.

RICHARD J. BUSIS

Firm: Cozen O'Connor
Title: Partner

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Profile:

Richard J. Busis heads the firm's securities offerings and regulation practice and is a Member of the firm. Richard counsels a diverse group of public and private companies, ranging from start-up companies seeking venture capital to NASDAQ and NYSE-listed companies, in a wide variety of corporate and securities transactions. His practice has a particular emphasis on securities offerings and mergers and acquisitions. In his securities practice, Richard represents not only companies seeking to raise capital, but also underwriters, placement agents and venture funds.

Richard also devotes a significant portion of his practice to representing high-tech, Internet and other emerging growth companies in venture and other capital raising transactions, joint ventures and strategic alliances, as well as licensing and technology development arrangements. He has a particular expertise in investments involving Israeli companies.

Richard was named a Pennsylvania "Super Lawyer" by Law & Politics.

Richard is a member of the Greater Philadelphia Venture Group. He is also president of Temple Beth Hillel-Beth El and the vice chairman of the board of the Beck Institute for Cognitive Therapy and Research.

Education:

Richard received his B.A. from the University of Pennsylvania, summa cum laude, in 1975, his M.A. in ancient near eastern history from the University of Pennsylvania in 1980, and his law degree from the Harvard Law School, cum laude, in 1984. He was an editor of the Harvard Law Review and is a member of Phi Beta Kappa.

ROBERT J. CEPIELIK

Firm: Deloitte Financial Advisory Services LLP
Title: Partner, Forensic & Dispute Services

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Profile:

Rob is a Partner of Deloitte Financial Advisory Services, LLP. He has performed numerous forensic accounting and litigation support engagements. Rob has assisted counsel in the investigation of the facts and circumstances surrounding, revenue and expense recognition, compliance with various state and Federal regulations, Medicare and Medicaid fraud and abuse/False Claims Act matters, Foreign Corrupt Practices Act matters, average wholesale pricing and related matters, and other accounting and financial reporting issues. Rob has performed numerous proactive risk assessments for client companies, executed forensic due diligence assignments, conducted numerous forensic investigations and has been engaged in professional liability defense and other contract litigation matters. Rob has serviced clients in the Health Care, Financial Services, Life Sciences, High Tech, Utilities, Manufacturing and Retail Industries. His U.S. based practice is world-wide in scope with significant engagements managed in the U.K., Japan, the E.U., Korea, Latin America, China, The Caribbean, Singapore and other Asia/Pacific countries.

Prior to joining Deloitte FAS, Rob was the Vice President of Finance for a \$1.5 billion, multistate managed care organization. There he was responsible for all finance and cost accounting, regulatory reporting and treasury management functions and was an instrumental leader in the implementation of new software packages. Rob was also the leader in the full scope of business acquisition activity from financial analysis to post acquisition integration and the in-sourcing of the management of the HMO's pharmacy benefit program.

Rob has significant public accounting experience as a practitioner. During his public accounting years, Rob was involved in attest engagements, securities offerings, litigation support, numerous diverse financings, SEC advisory, income tax preparation, grant audit engagements and Peer Review services

Presentations:

Rob is a frequent speaker for accounting, business and health care groups. He has taught numerous seminars on accounting, auditing and SEC topics at statewide and national events. He served as a board and committee member of regional chapters of the Healthcare Financial Management Association (HFMA).

Publications:

Rob co-authored “DRG Watch” an interactive educational package to assist acute care providers with their compliance with the “72-hour rule” settlement agreements. He has published internal firm “Health Care Fraud Alerts” and also co-authored the book “Physician Practice Management Companies – The Shape of Things to Come” and “When Money, Image or Top Execs are Implicated, Involvement from the Audit Committee is Key.”

Professional Affiliations:

- Certified public accountant in Pennsylvania, Florida, New York and Missouri
- American Institute of Certified Public Accountants
- Pennsylvania Institute of Certified Public Accountants
- Florida Society of Certified Public Accountants
- Healthcare Financial Management Association

Education:

- The Pennsylvania State University, MS in Business Administration
- Eastern Illinois University, BS in Accounting

Other Affiliations:

Rob is the Cub Master for Cub Scout Pack 112 and is actively involved in fund raising efforts for the Shriners Hospitals for Children.

ALBERT S. DANDRIDGE, III

Firm: Schnader Harrison Segal & Lewis LLP
Title: Partner

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Profile:

Mr. Dandridge is chair of the Firm's Securities practice group. His legal work is concentrated in municipal and corporate finance matters, and he regularly counsels major public companies, broker-dealers and investment advisors on their securities reporting and financing requirements. Mr. Dandridge has also lectured frequently on securities topics. Before joining Schnader, Mr. Dandridge served the Securities and Exchange Commission (SEC) as associate director of small business and international corporate finance in the SEC's Division of Corporation Finance. In addition, he served as special counsel in the Division of Corporation Finance.

Recent Significant Experience:

- Served as counsel to corporate trustee in connection with a \$14 billion merger and subsequent sale of securities
- Served as local counsel to Fortune 100 clothing manufacturer and distributor in connection with \$250 million tender offer and \$1.25 billion consent solicitation
- Served as counsel to special committee of independent directors in connection with a NASDAQ-quoted communications company affecting a "going private" transaction
- Served as trustee counsel in a \$360 million authority revenue bond refunding
- Advisor to Board of Directors of a multi-state retirement community owner and operator of their corporate governance responsibilities

Other Distinctions:

- Listed in The Best Lawyers in America for corporate law, 2007-2010
- Noted as a "Pennsylvania Super Lawyer" for securities and venture finance law, 2004-2007

Community Activities:

- Chestnut Hill Academy, former member, Board of Governors
- Women's Way, former member, Board of Directors

Education:

University of Pennsylvania Law School, LL.M., 1979
Temple University Beasley School of Law, J.D., 1978
Temple University, B.A., magna cum laude, 1975

Bar Admissions:

Pennsylvania, 1978

IAN A. HARTMAN

Firm: Dechert LLP
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Profile:

Ian A. Hartman is a partner in the corporate and securities, private equity, and mergers and acquisitions groups. Mr. Hartman has extensive experience in mergers, acquisitions, dispositions, public and private offerings of debt and equity securities, bank financings, venture capital investments, proxy contests, Special Committee representations and advising publicly traded companies on federal securities law, corporate governance, and Pennsylvania corporate law matters.

A few of Mr. Hartman's publications include: "Doing Public M&A Deals in Pennsylvania: Minesweeper Required" and "Dealmaking Remedies to Cushion the Jolt of Regulatory Rejection (Mergers & Acquisitions)". He also delivered the lecture entitled: The New Executive Compensation Disclosures.

Recent Transactions:

Examples of significant transactions that Mr. Hartman has handled in recent years include:

- Tory Burch LLC in the sale of a minority stake to Tresalia Capital, a private family investment company based in Mexico City.
- Crown Holdings, Inc. in numerous domestic and international transactions, including its recent \$400 million senior note offering.
- Whole Foods Market, Inc. in the \$425 million equity investment by Leonard Green & Partners
- Arrow International, Inc. in its \$2 billion merger with Teleflex Incorporated and the proxy contest to elect directors to the Arrow board

Education:

Mr. Hartman received his B.S., with high distinction, in 1994 from the Pennsylvania State University. In 1998 he received his J.D. from Harvard Law School, magna cum laude.

DANIEL M. HAWKE

Firm: U.S. Securities and Exchange Commission,
Philadelphia Regional Office
Title: Regional Director
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Profile:

Dan Hawke is the Director of the U.S. Securities and Exchange Commission's Philadelphia Regional Office. In that capacity, Mr. Hawke administers the Commission's regulation and enforcement programs in Pennsylvania, Delaware, Maryland, Virginia, West Virginia and the District of Columbia. Between 1999 and 2005, he served in the SEC's Division of Enforcement in Washington, D.C. where he was involved in bringing significant enforcement actions involving public company accounting and financial disclosure, broker dealer regulation, insider trading and Regulation FD. He is the recipient of the Commission's Stanley Sporkin award, Ellen B. Ross award and two Division of Enforcement Director awards. Prior to joining the Commission, Mr. Hawke was a litigation partner at the law firm of Tucker, Flyer & Lewis in Washington, D.C.

Education:

Mr. Hawke earned his undergraduate degree from Tulane University in 1985 and his law degree from Boston University School of Law in 1989, where he was Editor-in-Chief of the Boston University International Law Journal.

WILLIAM E. HITSELBERGER

Firm: PMA Capital Corp.
Title: Executive Vice President & Chief Financial Officer

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Profile:

William Hitselberger joined The PMA Insurance Group in March 1996 as Vice President and Treasurer. In 1999, he was promoted to Chief Financial Officer. He was promoted to Chief Financial Officer of PMA Capital Corporation in 2002. Mr. Hitselberger is responsible for all accounting and treasury operations of PMA Capital Corporation, including financial reporting, treasury operations, financial planning, corporate tax and information technologies.

Mr. Hitselberger served in various positions at The Continental Corporation from 1986 to 1996, including Investment Accounting, Financial Reporting and Internal Audit. After the 1995 merger of Continental and CNA, he joined the CNA financial division and was responsible for converting the Continental Finance Division to CNA in Chicago. He began his career at KPMG Peat Marwick in 1980, and left as an audit manager in 1986.

A graduate of The Wharton School at the University of Pennsylvania with a Bachelor of Science in accounting, Mr. Hitselberger is a Certified Public Accountant and Chartered Financial Analyst.

PMA Capital Corporation, headquartered in Blue Bell, Pennsylvania, is a holding company whose operating subsidiaries provide insurance and fee-based services. Insurance products include workers' compensation and other commercial property and casualty lines of insurance. Fee-based services include third party administrator, managing general agent and program administrator services. The operating subsidiaries are marketed under PMA Companies and include The PMA Insurance Group, PMA Management Corp., PMA Management Corp. of New England and Midlands Management Corporation.

BRIAN M. KATZ

Firm: Pepper Hamilton LLP
Title: Partner

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Profile:

Brian M. Katz is a partner in the Commercial Department of Pepper Hamilton LLP and is vice chair of the firm's Corporate and Securities Practice Group. He also is a member of the firm's Sustainability, CleanTech and Climate Change Team. Mr. Katz concentrates his practice in securities, mergers and acquisitions, venture capital and general corporate representation. He handles all types of business transactions, including public and private securities offerings, venture capital transactions, mergers and acquisitions, joint venture relationships, electronic commerce matters and compensation issues.

In his public securities practice, Mr. Katz represents issuers and underwriters in initial and secondary public offerings. He also assists clients in complying with their federal and state reporting and disclosure requirements as public companies.

Representative transactions in which Mr. Katz has participated include:

- the stock acquisition by a publicly owned telecommunications company of companies with complementary technologies
- the initial public offering and secondary public offering of a distributor of computer networking and connectivity products
- a French agro-chemical company in the creation of a joint venture to own and operate a major U.S. yeast manufacturer
- the registration of several publicly owned companies' employee stock option plans
- the negotiation and implementation of employment agreements, stock option plans, non-competition covenants and separation agreements for both employers and employees
- the representation of an underwriter in a public offering of a leading provider of information distribution services incorporating CD-ROM technology
- a Swiss upscale kitchen equipment company in the acquisition of a major U.S. kitchen equipment company
- the asset acquisition and financing of a large U.S. metal plating company
- the representation of underwriters and issuers in "roll-up" initial public offerings
- a public European metals company in its \$110 million acquisition of its first U.S. facility
- a NASDAQ National Market steel manufacturer in its \$105 million sale by tender offer

- a New York-based private equity firm in its \$120 million leveraged acquisition of a manufacturer and distributor of automobile and truck systems
- a New York Stock Exchange, Philadelphia-based technology incubator in investments in several technology companies
- a Boston-based material science company in the restructuring of, and venture capital investment in, four operating subsidiaries, including the purchase of assets from an Israeli company to form one of the operating subsidiaries
- the sale of a U.S.-based waste processing company to a publicly traded Swedish company.

Mr. Katz is a member of the firm's Technology Committee. He has spoken on the mechanics of corporate transactions, privacy and e-commerce issues, and securities law matters to various trade associations and other groups.

Mr. Katz spent one year as a staff consultant with a multinational management consulting company prior to enrolling at Temple University School of Law. He is a member of the Board of Directors of the Alumni Class Leadership Council of the University of Pennsylvania.

Education:

- B.S.E. 1988 University of Pennsylvania, Wharton School
- B.A. 1988 University of Pennsylvania, College of Arts and Sciences
- J.D. 1992, *magna cum laude*, Temple University School of Law; member, *Temple Law Review*

Bar Admissions:

- Admitted to practice in Pennsylvania

JUSTIN P. KLEIN

Firm: Ballard Spahr LLP
Title: Partner

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Profile:

Justin P. Klein is a partner in the Business and Finance Department, partner-in-charge of the Securities Group, co-partner-in-charge of the Corporate Compliance and Investigations Group, and a member of the Investment Management, Mergers and Acquisitions/Private Equity, Transactional Finance, Life Sciences/Technology, and Insurance Groups, and the Economic Stabilization and Recovery Initiative. Before entering private practice, Mr. Klein spent nine years at the Securities and Exchange Commission in a variety of positions, including assistant director of the Division of Corporation Finance.

Mr. Klein concentrates on diverse securities matters, including public and private securities offerings. He represents boards of directors and committees of public and private companies and parties in regulatory and enforcement proceedings before the SEC, state securities commissions, and securities industry self-regulatory organizations. He has served as a court-appointed trustee in SEC enforcement matters, as counsel to boards and audit committees, and as special counsel to committees of independent directors of public companies in going-private and other transactions.

Education:

George Washington University Law School (J.D. 1972, with honors)
University of Pennsylvania (B.A. 1969)

Admissions:

District of Columbia 1973
Maryland 1972
Pennsylvania 1983

BRIAN J. LYNCH

Firm: Hogan & Hartson LLP
Title: Partner

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Profile:

Brian J. Lynch advises senior management and directors of public companies in planning and executing capital market and merger and acquisition transactions and a broad range of commercial and business transactions. Recent completed representative transactions include:

- \$1.5 billion cross-border tender offer;
- \$500 million tender offer for control;
- \$1.1 billion international joint venture transaction; and
- \$140 million common stock offering.

Mr. Lynch also maintains an active practice representing corporations on corporate governance and federal securities law matters. Before entering private practice, Mr. Lynch served at the Securities and Exchange Commission's Division of Corporation Finance in Washington, DC, where he worked in the Office of the Chief Counsel on legal interpretive and policy matters, and in the Office of Disclosure Policy, where he participated in rulemaking initiatives.

Mr. Lynch has been recognized as a leading lawyer by both "Super Lawyers" and "Chambers U.S.A."

Education:

Mr. Lynch received his B.S., cum laude, from LaSalle University in 1983. He earned his J.D. from the Temple University School of Law in 1987.

ANN C. MULÉ

Firm: Sunoco, Inc.
Title: Chief Governance Officer, Assistant General Counsel & Corporate Secretary

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Profile:

Ann C. Mulé is Chief Governance Officer, Assistant General Counsel, and Corporate Secretary for Sunoco, Inc., a leading manufacturer and marketer of petroleum and petrochemical products. Ms. Mulé is the chief corporate and securities attorney for Sunoco. She has served as the Corporate Secretary of Sunoco's Board of Directors and its Governance, Compensation, Executive and Corporate Responsibility Committees since 1995, and its Audit Committee since 2006. She was elected Chief Governance Officer in 2002. In 2009, Ms. Mulé assumed responsibility for oversight of Sunoco's compliance program. Ms. Mulé reports directly to the Governance Committee and the full Board on governance matters. Since joining Sunoco in 1980, Ms. Mulé has held a number of legal positions and managed various legal areas including the corporate and securities law areas, toxic tort and product liability litigation and Sunoco's intellectual property legal work.

Currently, Ms. Mulé is a member of the American Bar, Pennsylvania Bar and Philadelphia Bar Associations ("PBA"), having previously served as Chair of the Business Law Section and as a member of the Board of Governors for the PBA. In addition, she previously served as Chair of the Committee on Securities Regulation for the PBA and Vice Chair of the Executive Counsel of the Corporate and Securities Law Committee of the American Corporate Counsel Association. She was previously a member of the Business Corporation Law Task Force of the Pennsylvania Bar Association.

Ms. Mulé is a member of the Society of Corporate Secretaries and Governance Professionals, having previously served on its Board of Directors and on the Advisory Board of the Middle Atlantic Chapter. She is currently a member of the Corporate Practices Committee of the Society and served as Chair of the Society's 2008 National Conference. Ms. Mulé has represented Sunoco at the Council of Institutional Investors for many years.

Ms. Mulé is a member of the University of Delaware's Weinberg Center for Corporate Governance Advisory Board. Ms. Mulé previously served on the Board of the Philadelphia Zoo, where she was vice chair of the Trusteeship Committee. Ms. Mulé is a frequent speaker on SEC and Governance matters and has spoken at various professional conferences as well as academic institutions, including the Wharton School at the University of Pennsylvania and the University of Delaware. Ms. Mulé has served as Co-Chair of the Philadelphia SEC Hot Topics program from 2006 - 2009.

In 2007 and 2008, Ms. Mulé was named one of the 100 most influential people in corporate governance by Directorship magazine.

Education:

Ms. Mulé is a magna cum laude graduate of St. Joseph's University (1978) and a cum laude graduate of Villanova University School of Law (1981).

JERRY RAVI

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Title: Senior Manager

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Profile:

Jerry is a Senior Manager in the Business Risk & Advisor Services Group of Amper, Politziner & Mattia. Jerry has more than twelve years of accounting, information technology, and audit experience with a core competency in the area of internal audit – governance, risk and compliance. Jerry serves both public and privately held companies, as well as large, multi-location entities with diverse information systems environments.

Jerry serves clients as a trusted business risk advisor in the role of internal audit manager in finance and information technology, project manager, and enterprise risk manager. He has used his broad and diverse skills to help clients identify critical system processes, key controls and deploy a practical risk-based, cost-effective methodology to conducting reviews and audits. Jerry's primary focus over the past four years has been managing Sarbanes-Oxley 404 internal audit engagements for mid-sized pharmaceutical and insurance companies, which included assisting clients with designing and implementing controls to enhance governance and risk management processes, and monitoring on-going compliance with regulatory requirements.

In addition to SOX 404, Jerry also performs an array of advisory services related to his internal audit, IT and regulatory compliance competencies, including financial and operational regulatory audits, SAS 70 attestation reviews, Security Vulnerability Assessments, policy and procedure reviews as well as IT Governance assessments. His most recent project included leading an internal audit team as project manager for a mid-sized insurance company with multiple locations to achieve SOX Compliance. This project included, but was not limited to, assisting the client in redesigning the entire IT control environment infrastructure, which translated into developing and deploying formal IT policies and procedures throughout the organization.

Prior to joining Amper, Jerry was an audit supervisor and consultant with regional mid-sized professional service firms serving clients as a financial, compliance and systems auditor.

Professional Qualifications and Memberships:

- Certified Public Accountant (CPA)
- Certified Information Systems Auditor (CISA)
- B.S. Accounting and Information Systems

Member of the:

- American Institute of Certified Public Accountants (AICPA)
- New Jersey / New York Institute of Certified Public Accountants
- Institute of Internal Auditors (IIA)
- Information Systems Audit and Control Association (ISACA)

Published Articles:

- "XBRL and What It Means" - The Amper Review Winter 2009

DOUG RAYMOND

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Title: Partner

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Profile:

Doug Raymond chairs the firm's Corporate and Securities Practice Group, and has consistently been named among the top M&A and corporate lawyers by "Best Lawyers in America" and Chambers USA in which he has been described as "an excellent adviser who stands out for his practical and solutions-oriented advice." He also counsels corporations and their boards of directors and writes regularly on matters relating to corporate governance.

Following college, Doug worked as a commercial lender. After receiving his J.D. from the University of Pennsylvania Law School magna cum laude, Doug clerked for Judge Walter K. Stapleton on the United States Court of Appeals for the Third Circuit. Doug graduated from Harvard College with a degree in classics and is a member of the boards of directors of the Atwater Kent Museum and National Community Capital Advisors.

TODD J. RUSSO

Firm: Buckeye Partners, L.P.
Title: Associate General Counsel

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Profile:

Mr. Russo is the Associate General Counsel at Buckeye Partners, L.P. where his responsibilities include assisting Buckeye Partners and Buckeye GP Holdings L.P., the owner of Buckeye Partners' general partner, in securities and other corporate law matters. Both Buckeye Partners, L.P. and Buckeye GP Holdings L.P. are publicly traded master limited partnerships listed on the New York Stock Exchange. Prior to joining Buckeye Partners, Mr. Russo was an associate in the Business & Finance Department at Ballard Spahr Andrews & Ingersoll, LLP, Philadelphia and a member of Ballard Spahr's Securities Group, where he concentrated his practice in the areas of securities, corporate financing (public and private), corporate governance and mergers and acquisitions. Mr. Russo has experience providing advice in connection with public company disclosure obligations, securities law aspects of employee benefits, public and private offerings of equity and debt securities, and tender offers. Mr. Russo is a graduate of Lehigh University (B.A. 1995) and the University of Pennsylvania Law School (J.D. 2000).

JOANNE R. SOSLOW

Firm: Morgan Lewis
Title: Partner

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Profile:

Joanne R. Soslow is a partner in Morgan Lewis's Business and Finance Practice, and has been with the firm since 1995. Focused on corporate and security matters, Ms. Soslow is dedicated to working with public companies and emerging growth businesses primarily in the biotechnology, specialty pharmaceutical, financial services, technology, and manufacturing sectors.

Ms. Soslow represents and advises clients on a range of matters, including complex securities transactions, corporate governance issues, mergers and acquisitions, general corporate and securities counseling of public companies, and planning for and implementing growth strategies. She also represents both investors and companies in venture capital transactions and advises boards of directors and significant shareholders on disclosure issues, corporate communication policies, and fiduciary duty matters.

A member of the firm's Diversity Committee and a former member of firm's Advisory Board, Ms. Soslow is a regular speaker at client and industry events on a range of issues including security industry trends and SEC initiatives. She also devotes significant time to supporting women lawyers and to providing pro bono services to organizations such as Conkerr Cancer, a nonprofit that serves sick children in hospitals across the United States.

Ms. Soslow is admitted to practice in Pennsylvania.

Selected Representations:

- Advising a Mid-Atlantic financial services holding company with assets of approximately \$13 billion on corporate governance, securities compliance, and acquisition transactions.
- Advising the venture capital division of one of the largest cable corporations in the United States and a leading regional life sciences venture capital firm with more than \$700 million in committed capital on private investment within their specialized sectors.

Education:

- Boston University School of Law, 1991, J.D.
- University of Pennsylvania, 1987, B.A.
- University of Pennsylvania, Wharton School of Business, 1987, B.S.E.

JOHN R. TRUZZOLINO

Firm: RR Donnelley
Title: Managing Director, Technology Solutions

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Profile:

John Truzzolino is the Managing Director, Technology Solutions for the Global Capital Markets Division of RR Donnelley. John is responsible for sales of technology based solutions including; XBRL Services, EZ-Proxy, Net.Filer and Secure Online Work-spaces. John has more than 2 decades of experience following SEC compliance changes, analyzing their impact on issues and developing solutions to meet the changing regulatory environment. Experience in Sales, Marketing, Business and Product Development provide a platform for delivering solutions which bridge technology and regulatory requirements. John closely follows the following industry groups and has participated on various panel discussions: American Society of Corporate Secretaries, National Institute of Investor Relations and XBRL International.

JOHN W. WHITE

Firm: Cravath, Swaine & Moore LLP
Title: Partner

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Profile:

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

While on the SEC staff, John led the Division through one of the most significant and prolific rulemaking periods in its history, including the Commission's adoption of final rules addressing executive compensation disclosure, Sarbanes-Oxley Section 404's internal control requirements, internet access to proxy materials, oil and gas disclosure, use of interactive data in financial reporting, shareholder proposals relating to the election of directors, capital raising and reporting by smaller public companies, and private offerings, as well as the Commission's issuance of guidance regarding the use of corporate websites. In addition, international initiatives included acceptance of International Financial Reporting Standards (IFRS) by foreign private issuers, publishing a proposed roadmap for use of IFRS by U.S. issuers and modernizing the Commission's rules on deregistration by foreign private issuers, cross-border tender offers, and reporting and exemption from registration of foreign private issuers.

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

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

John is a frequent speaker on securities laws and corporate governance and is currently Chairman of the Securities Regulation Institute. Prior to joining the SEC staff, John was a member of the Public Company Accounting Oversight Board's (PCAOB) Standing Advisory Group, the New York Stock Exchange's Legal Advisory Committee and the Board of Trustees of the Practising Law Institute. He also served for five years as Co-chair of PLI's Annual Institute on Securities Regulation and is a member of the Annual Institute's Advisory Committee.

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

ELLEN C. WOLF

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Profile:

Ellen C. Wolf is senior vice president and chief financial officer (CFO) of American Water, the largest investor-owned U.S. water and wastewater utility company. Ms. Wolf has responsibility for all financial functions, including directing and coordinating all company financial objectives and obligations, ensuring the integrity of financial statements, developing budgets for both annual and interim periods, developing cash management investment strategies, maintaining a financially solvent organization, and leading the Sarbanes-Oxley compliance implementation project.

Prior to re-joining American Water, Ms. Wolf served as senior vice president and CFO of USEC Inc., a global energy company, a position she held since December 2003. In this role, Ms. Wolf oversaw all financial functions and was an active member of USEC's Business Conduct Committee and Benefits Administration Committee, and chaired the Benefits Investment Committee.

From 1999-2003, Ms. Wolf was employed by American Water as vice president and CFO. Over the course of her tenure, her responsibilities included finance, corporate accounting, internal audit, information technology services and customer services.

Ms. Wolf's career began with the accounting firm of Deloitte Haskins & Sells. After leaving Deloitte Haskins & Sells, from 1987-1999, she held various positions with increasing responsibility in corporate accounting, finance and business development for Bell Atlantic and several of its subsidiaries, including Bell Atlantic Enterprises International, Bell Atlantic NYNEX Mobile and Bell Atlantic Corp.

Ms. Wolf received a bachelor's degree from Duke University and a master's in business administration from the Wharton School of the University of Pennsylvania. She was named the "2009 CFO of the Year" by the Philadelphia Business Journal, a recipient of the "50 Key Women in Energy Awards in 2001" for her leadership and recognized by *South Jersey Magazine* as one of South Jersey's "Top Business Women" in 2008, which highlights South Jersey's brightest, most inspirational and accomplished area women. Currently, she serves on the board of directors of C&D Technologies Inc., Water For People, National Association of Water Companies, the Philadelphia Zoo and Airgas, Inc., where she also serves as a member of the Audit Committee.

Ms. Wolf is married to Richard Harris, a professor of political science at Rutgers University, and has two sons and a daughter.

Founded in 1886, American Water is the largest investor-owned U.S. water and wastewater utility company. With headquarters in Voorhees, N.J., the company employs more than 7,000 dedicated professionals who provide drinking water, wastewater and other related services to approximately 15 million people in 32 states and Ontario, Canada. More information can be found by visiting www.amwater.com.

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Mr. Wright is Vice President, General Counsel and Secretary of Triumph Group, Inc., a NYSE-traded company that designs, engineers, manufactures, repairs and overhauls aircraft components and accessories. Previously, Mr. Wright was a partner with Ballard Spahr Andrews & Ingersoll, LLP, where he practiced business and securities law. He has served as Chair of the Business Section of the Philadelphia Bar Association and its Securities Regulation Committee. He has served as a course planner or faculty member of a number of continuing professional education programs. He is a graduate of Princeton University and Villanova University School of Law, where he was an editor of the law review and received the Order of the Coif.