



**GENERAL COUNSEL ROUNDTABLE**

**9:45 AM**

Suzanne Bettman, RR Donnelley

Bryan Blankfield, Oshkosh Corporation

Scott Cramer, Bucyrus International, Inc.

John Dul, Anixter International Inc.

Janet Kelley, Family Dollar Stores, Inc.

Edwin Mason, Foley & Lardner LLP

Patrick Quick, Foley & Lardner LLP

Marya Rose, Cummins Inc.

Michael Seabrook, Eversheds LLP



**SUZANNE S. BETTMAN**  
EXECUTIVE VICE  
PRESIDENT, GENERAL  
COUNSEL, CORPORATE  
SECRETARY, AND CHIEF  
COMPLIANCE OFFICER  
RR Donnelley

Suzanne S. Bettman graduated with a B.A. in economics from Northwestern University, then attended the University of Illinois College of Law in Champaign, Illinois. She began her professional career with the law firm of Kirkland & Ellis in Chicago, focusing on corporate and securities laws and rising to partner before moving to the corporate world at True North Communications – first as Vice President and Associate General Counsel, then as Executive Vice President and General Counsel. Following the purchase of True North Communications by The Interpublic Group of Companies, Sue served as Group Managing Director and General Counsel for Huron Consulting Group, then a venture-backed business consulting company started in March 2002. Sue joined RR Donnelley, the world's premier full-service provider of print and related services, in February 2004 where she is currently Executive Vice President, General Counsel, Corporate Secretary, and Chief Compliance Officer.



**BRYAN BLANKFIELD**  
EXECUTIVE VICE  
PRESIDENT, GENERAL  
COUNSEL AND  
SECRETARY  
Oshkosh Corporation

Mr. Blankfield is Executive Vice President, General Counsel and Secretary of Oshkosh Corporation, a leading designer, manufacturer and marketer of a wide range of access equipment, specialty trucks and truck bodies, including concrete mixers, telehandlers, boom lifts, refuse bodies, fire and emergency vehicles and defense trucks. He is the principal legal officer and a member of the executive management team. He serves as an advisor to the CEO, Board of Directors and other senior management members for all the Company's business units and reports directly to Robert Bohn, Chairman and Chief Executive Officer.

Mr. Blankfield also serves as a trustee of the Company's charitable foundation and as a director and Executive Vice President and Secretary of Oshkosh Corporation's sixty-five plus subsidiaries, including JLG Industries, Inc., McNeilus Companies, Inc. and Pierce Manufacturing Inc.

Mr. Blankfield joined Oshkosh Corporation in June 2002. He previously served as in-house legal counsel for Waste Management, Inc., an international waste services company, and its predecessors from 1990 to 2002. He was appointed Associate General Counsel and Assistant Secretary of Waste Management, Inc. in 1995 and Vice President in 1998. From 1987 to 1990, Mr. Blankfield was an associate with the Chicago law firm of Bell, Boyd & Lloyd.

Mr. Blankfield holds a B.S. in business administration (accounting major) *Magna Cum Laude* with Departmental Honors from Drake University. He received his J.D. from Northwestern University School of Law, Chicago, Illinois, in 1987 where he was also a Note and Comment Editor of the *Northwestern Journal of International Law and Business*.

Mr. Blankfield received his Certified Public Accountant certification in 1983. He is admitted to the Illinois Bar and is a member of the American Bar Association, Association of Corporate Counsel and Society of Corporate Secretaries & Governance Professionals. Mr. Blankfield is married with four children.



**SCOTT CRAMER**  
SENIOR VICE PRESIDENT  
AND GENERAL COUNSEL  
Bucyrus International  
Inc.

As Senior Vice President and General Counsel for Bucyrus International, Inc. Scott Cramer is responsible for managing all legal affairs and providing legal counsel to the Board of Directors, Senior Executive Officers, corporate management and company employees.

Prior to joining Bucyrus International, Scott was Senior Counsel to Regal-Beloit Corporation from 2005 to 2006 following private practice in Brookfield, Wisconsin and served as Vice President, General Counsel and Secretary of the NASDAQ listed company Superior Services (now known as Veolia Environment) in Milwaukee from 1997 to 2003. Prior to joining Superior, Scott held several positions at NYSE traded Browning-Ferris Industries (BFI), both nationally and internationally. Scott started at BFI as Corporate Counsel and was promoted to Vice President and General Counsel for BFI Europe. After spending several years in Europe, Scott moved back to the United States and was promoted to Senior Corporate Counsel. Scott has also served as International Counsel to Pennzoil Company and was in private practice in Houston, Texas.

Scott earned his Jurist Doctor from the University of Houston Law Center where he was Editor in Chief of the Houston Journal of International Law. He also holds a Master's degree in International Relations from the London School of Economics and a Bachelor's degree in Political Science from the University of Colorado at Boulder.

Scott is a member of several professional organizations including the American Bar Association, the International Bar Association, the Association of Corporate Counsel, the Wisconsin Bar Association and the Texas Bar Association.

Scott lives in Brookfield, Wisconsin with his wife, Lisa, and their daughter, Alison, and son, Colin. When not engaged in the practice of law, Scott enjoys fly-fishing, golfing, skiing, travel, collecting ancient maps, reading, and attending his children's sporting events.



**JOHN A. DUL**  
VICE PRESIDENT,  
GENERAL COUNSEL AND  
SECRETARY  
Anixter International  
Inc.

John A. Dul has been Secretary of Anixter International Inc. since 2002 and Vice President – General Counsel since 1998. He also sits on Anixter’s administrative committee which is responsible for the establishment, maintenance and financing of the company’s qualified and nonqualified benefit programs, and the investment policy, asset allocation and investment manager selection relating thereto.

A NYSE listed company with revenues of \$5.9 billion and operations in 49 countries, Anixter is the world’s leading distributor of communication products, electrical and electronic wire & cable and a leading distributor of fasteners and other small parts to original equipment manufacturers. Prior to joining Anixter in 1990, Mr. Dul was an associate at two Chicago law firms, practicing general corporate and securities law. Prior to attending law school, he was a CPA in the audit division of an international accounting firm. Mr. Dul earned a B.B.A. magna cum laude from the University of Miami in 1982, and a J.D. from Northwestern University School of Law in 1986. He is a member of the Illinois Bar.



**JANET G. KELLEY**  
SENIOR VICE PRESIDENT,  
GENERAL COUNSEL AND  
SECRETARY  
Family Dollar Stores,  
Inc.

Janet G. Kelley is the Senior Vice President, General Counsel & Secretary of Family Dollar Stores, Inc. based in Charlotte, North Carolina. She is responsible for all legal matters facing the Company and manages a staff of over 50 attorneys, paralegals and support personnel. Family Dollar is a Fortune 500 and NYSE listed company with approximately \$6.8 billion in annual sales from over 6,400 Company owned retail stores located in 44 states.

Prior to joining Family Dollar, Ms. Kelley was the Executive Vice President and General Counsel of Kmart Corporation for two years, including the period of the company's bankruptcy reorganization. Ms. Kelley was Senior Counsel at The Limited, Inc. in Columbus, Ohio for a period of two years during which she provided legal advice on all operational, litigation, contract and intellectual property matters to the company's operating divisions, including Bath & Body Works and Victoria's Secret. Prior to that, Ms. Kelley held various positions in the Legal Department of Sunbeam Corporation during her five years with the company, including the position of General Counsel.

Ms. Kelley spent fifteen years in private practice with Wyatt, Tarrant & Combs, before she joined the in-house bar. Her primary practice areas included general corporate, securities laws, real estate, financial practices and acting as outside general counsel to Churchill Downs Incorporated.

Ms. Kelley is a graduate of the University of Kentucky School of Law. She graduated second in her class at UK and was the Notes Editor of the UK Law Journal. She was recently included in the 2007 North Carolina "Legal Elite" and is the President Elect of the Charlotte Chapter of the Association of Corporate Counsel.



**EDWIN D. MASON**  
PARTNER  
Foley & Lardner LLP

Edwin D. Mason is a partner and co-chair of Foley's Chicago Office Business Law Department. A member of the Transactional & Securities and Private Equity & Venture Capital Practices, he has over 27 years of experience representing clients in complex business transactions.

Mr. Mason's practice is focused principally in the areas of mergers and acquisitions, public and private capital formation transactions, and corporate governance matters. His clients include both public and privately held companies.

In his M&A practice, Mr. Mason represents buyers and sellers across a wide range of industries, including insurance companies, securities and commodities broker-dealers and exchanges, technology companies, and manufacturers. He works closely with his clients in helping review, structure, negotiate, document and close M&A transactions.

In his capital formation practice, Mr. Mason has represented businesses from start-ups to public companies, as well as underwriters. This practice includes work on private offerings, venture capital investments, joint ventures, and public offerings.

Mr. Mason's practice also involves counseling clients in corporate governance matters, including Sarbanes-Oxley Act compliance and corporate fiduciary issues.

He also advises middle market and family owned businesses and entrepreneurs across a range of business law issues impacting these clients.

Mr. Mason received his law degree, cum laude, from the University of Michigan Law School in 1980 and earned his undergraduate degree, summa cum laude, at the University of Illinois in 1977. He has practiced in Chicago since 1980 and is involved in a number of civic and charitable organizations.



**PATRICK G. QUICK**  
PARTNER  
Foley & Lardner LLP

Patrick G. Quick is a partner with Foley & Lardner and a member of the firm's Transactional & Securities Practice and Sports Industry Team. Mr. Quick practices corporate law, with an emphasis in securities law compliance, acquisitions, and takeover defense. He regularly counsels several public companies concerning compliance requirements and governance matters and has participated in initial and other public offerings for Wisconsin corporations. Mr. Quick also has participated in many complex acquisition transactions representing both buying and selling parties in a variety of industries. He has been actively involved in the representation of clients doing advance takeover preparedness planning and has counseled clients who have received unsolicited takeover proposals or similar overtures.

Mr. Quick was among approximately 100 attorneys nationwide who made The BTI Consulting Group's coveted Client Services All Star Team for 2005 and 2004. Mr. Quick is also listed in *Chambers USA: America's Leading Lawyers for Business* (2005-07). In addition, he has been selected by his peers for inclusion in the current edition of *The Best Lawyers in America*® in the areas of corporate law, mergers & acquisitions law and securities law. He was named to the 2007 list of Wisconsin Super Lawyers by *Law & Politics Media, Inc.* for his securities & corporate finance work.

Mr. Quick's professional affiliations include memberships in the Milwaukee Bar Association, State Bar of Wisconsin, and American Bar Association. He served for many years on the board of directors of the Child Abuse Prevention (CAP) Fund and also has been involved in the United Way, the Children's Miracle Network Telethon for Children's Hospital of Wisconsin, and the Marquette University Business Administration Alumni Association.

Mr. Quick graduated, *magna cum laude*, from the University of Michigan Law School in 1984, where he served as an editor of the *Michigan Law Review* and was elected to the Order of the Coif. He received his B.S., *magna cum laude*, from Marquette University, where he studied accounting.



**MARYA M. ROSE**  
VICE PRESIDENT,  
GENERAL COUNSEL AND  
CORPORATE SECRETARY  
Cummins Inc.

Marya M. Rose is Vice-President -- General Counsel and Corporate Secretary of Cummins Inc. She has been with the Company since 1997 and was named General Counsel in 2001. A graduate of Williams College, she received her J.D. from the Indiana University School of Law – Indianapolis. Prior to joining Cummins, Ms. Rose was an attorney with the firm of Bose McKinney & Evans in Indianapolis, assistant general counsel with the State’s largest agency (FSSA), and a senior aide to two Indiana Governors -- Evan Bayh and Frank O’Bannon.

At Cummins, Ms. Rose supervises a legal staff of 30 lawyers, paralegals and administrative personnel located in the U.S., U.K., India, China, Brazil and Australia. In addition to her legal duties, Ms. Rose serves as the Company’s Secretary and oversees the corporate services group, including the safety, security, environmental, facility, risk insurance and aviation functions.

Cummins Inc., a global power leader, is a corporation of complementary business units that design, manufacture, distribute and service engines and related technologies, including fuel systems, controls, air handling, filtration, emission solutions and electrical power generation systems. Headquartered in Columbus, Indiana, (USA) Cummins serves customers in more than 160 countries through its network of 550 distributor facilities and more than 5,000 dealer locations.



**MICHAEL SEABROOK**  
PARTNER  
Eversheds LLP

Mike trained with International Law Firm Lovell White & King in the City of London and was with the firm for 2 years and subsequently practised as a corporate lawyer for 3 years with Clifford Turner. Following 6 years with Needham & James he has been a corporate partner at Eversheds since 1986.

Mike has 25+ years of corporate finance experience, initially over a broad range including mergers and acquisitions, initial public offerings and public company takeovers. For the last 10 years he has concentrated on private equity, acting for both venture capitalists and management teams.

In noteworthy recent transactions, Mike acted for management of The Laurel Pub Company on the £1.7bn IBO of 3000 public houses from Whitbread plc, for management of Dignity Services Limited on the £220m MBO of 516 funeral homes and 21 crematoria from SCI, Inc., for management and the acquiring company on the £50m MBO of the pottery company, Steelite International Limited and for the selling shareholders and management on the secondary buy-out of M and M Direct Limited which was funded by TA Associates.

Mike has been named as a leading individual in Legal 500 and Chambers for a number of years. Mike is a member of the Securities Institute, a non-executive director of West Midlands Enterprise Limited and one of three non-executive elected partners on the Board of Eversheds.

He received his education from Exeter University LLB (Hons) 1973, College of Law, London.



1. How does a General Counsel function most effectively in interacting with the Compensation Committee, the CEO and other senior management, the HR department, the outside compensation consultant and other relevant players with respect to executive compensation matters, particularly in light of the new executive compensation disclosure rules?
2. How does a corporation ensure compliance within its organizations with its own code of conduct? How does a corporation ensure compliance within its organizations with third-party codes of conduct mandated by customers, joint venture partners, etc.? What are appropriate responses to such mandates? When should a corporation itself mandate compliance with codes of conduct by its customers, vendors or other third parties? How should the corporation ensure that these third parties are complying?
3. How does a General Counsel function most effectively with respect to enterprise risk management within the corporation?
4. How does a General Counsel function most effectively in dealing with the Board, Board Committees, the Chair or presiding director, individual directors, the CEO and/or other senior officers? Among other things, who is the General Counsel's client? Under what circumstances should the Board have "its own" outside counsel?
5. Should the General Counsel be the corporation's Chief Compliance Officer? If not, should the CCO report to the General Counsel? What is the scope of "compliance"?
6. What are corporate secretarial "best practices" in the current environment for:
  - document retention?
  - preparation and content of Board and Board Committee minutes, including those for executive sessions?
  - management of materials given to the Board and Board Committees?