



GOVERNANCE COMMITTEE ROUNDTABLE

9:45 AM

Jessica Lochmann Allen, Foley & Lardner LLP

Warren Batts, Methode Electronics, Inc.

John Gimpert, Deloitte & Touche LLP

Bronson Haase, The Marcus Corporation

David Lambert, TD AMERITRADE

Howard Malovany, Wm. Wrigley Jr. Company

Cheryl Mayberry McKissack, Nia Enterprises, LLC

Yvette VanRiper, Foley & Lardner LLP



**JESSICA LOCHMANN
ALLEN**
SENIOR COUNSEL
Foley & Lardner LLP

Jessica Lochmann Allen is senior counsel with Foley & Lardner LLP, and is a member of the firm's Transactional & Securities Practice. Ms. Allen practices general corporate and business law, with an emphasis in securities law, corporate governance, and mergers and acquisitions. Ms. Allen regularly advises clients regarding state and federal securities law compliance and corporate governance matters, assists clients with the preparation and review of Securities Exchange Act filings, advises clients regarding compliance with NYSE and Nasdaq listing requirements, and represents public and private acquirers and targets in mergers and acquisitions transactions. Ms. Allen also represents issuers in securities transactions, including initial and secondary public offerings of equity securities and public and private placements of debt securities.

Ms. Allen graduated from Harvard Law School, *cum laude*, in 2001. She received her bachelor's degree in political science and journalism from the University of Wisconsin – Madison in 1998, where she was elected to membership in Phi Beta Kappa.

Ms. Allen is admitted to practice in Wisconsin.

Ms. Allen was named to the 2006 and 2007 lists of Wisconsin Super Lawyers – Rising Stars by *Law & Politics Media, Inc.* for her mergers & acquisitions work.



WARREN BATTS
DIRECTOR
Methode Electronics,
Inc.

Adjunct Professor of Strategic Management
University of Chicago Graduate School of Business

BEE, Georgia Tech, 1961;
MBA, Harvard Business School, 1963.

Related Experience

Methode Electronics Corp., Chairman of the Board, 2004
Committee of Chicago Climate Exchange, Chairman of the
Audit . Tupperware Corporation, CEO, 1996-1997. Premark
International, Inc., Chairman, 1996-1997; CEO, 1986-1996.
Dart & Kraft, COO, 1981-1986. Dart Industries, COO, 1980-
1981. Mead Corporation, CEO, 1978-1980; COO, 1973-
1978. Triangle Corporation, Co-CEO, 1967-1971.

In addition to the boards of directors of the foregoing
companies, served on the boards of Allstate; Cooper
Industries; Sears, Roebuck and Co.; Sprint, First National
Bank of Atlanta; British Columbia Forest Products; Harte
Hanks Communications; Temple Inland; and International
Minerals and Chemicals and private company boards of
Pacific Cycle, Inc.; Procyon Technologies and Focused
Health Solutions

Involved in LBO's, IPOs, defending against hostile takeover
attempt, proxy fight, class action suits, demands for
derivative action suits, unplanned CEO succession, MOE,
acquisitions, divestitures, spin-offs, spin-outs, exchange
offers, establishing new boards, etc.

Other Interests

Life Director and past Chairman, Children's Memorial
Medical Center; Life Trustee, Art Institute of Chicago; past
Chairman, School of the Art Institute of Chicago; Life
Trustee, Northwestern University; retired director and past
Chairman, the National Association of Manufacturers; and
retired director of the National Association of Corporate
Directors; member, President's Circle, an advisory board of
the National Academy of Sciences.

Military Duty: USNR, 1949 - 1958



John is a national partner who leads Deloitte's Midwest region Corporate Governance practice. In this role, he is actively involved in shaping the firm's approach for assisting clients with corporate governance matters and achieving and sustaining compliance. During his over 25 years of governance, risk, compliance and internal control experience he has served some of the firm's largest clients. He has assisted clients with designing and implementing corporate governance risk management, corporate governance and control related training programs and implementing self-assessment programs. He has also assisted the senior management of several large public organizations to perform company-wide studies of their governance practices and internal control programs in response to government investigations.

JOHN GIMPERT
PARTNER
Deloitte & Touche LLP



BRONSON HAASE
DIRECTOR
The Marcus
Corporation

Bronson Haase is a retired business executive and community leader in Milwaukee, Wisconsin.

Mr. Haase's career began in the communications business with Wisconsin Bell. He held various positions with the company including being named President of Wisconsin Bell Communications, an unregulated subsidiary that sold telecommunications systems to major businesses throughout the state.

He was then selected to head up the consolidation and implementation of the five midwest Bell Companies sales and marketing organizations into one Sales Division.

Shortly thereafter, he was named President of Wisconsin Bell and ultimately President of Ameritech, Wisconsin.

After retiring from Wisconsin Gas, Pabst Farms, a 1500-acre Master Planned Community in southeastern Wisconsin, named Mr. Haase President of Pabst Farms Equity Ventures. He was responsible for commercial development and the design and implementation of one of the most complete and technologically advanced fiber optic communications infrastructure in the nation.

Mr. Haase has served on numerous boards including Firststar Bank's Mutual Funds & Trust Board and Roundy's (Wisconsin's leading retail grocer). He currently is a director and chair of the Corporate Governance Committee for The Marcus Corporation (which owns and/or manages 50 movie theatre locations with a total of 608 screens; and 8 owned and 12 managed hotels, resorts and other properties) and CG Schmidt (a major commercial construction company).

Mr. Haase received his Bachelor of Science in Finance and Economics from Marquette University in 1966.



DAVID LAMBERT
DEPUTY GENERAL
COUNSEL
TD AMERITRADE

David Lambert is Deputy General Counsel – Finance/Securities at TD AMERITRADE Holding Corporation, a leading provider of securities brokerage services and technology-based financial services to retail investors. Before joining TD AMERITRADE, he was a partner at Kirkland & Ellis, Washington, DC. He clerked for Judge J. Rich Leonard, United States Bankruptcy Court, E.D.N.C., Raleigh, NC and Judge Hugh A. Wells, North Carolina Court of Appeals, Raleigh, NC. He received his B.A. degree from Duke University, his J.D., summa cum laude, from North Carolina Central University School of Law and his LL.M. in taxation from New York University School of Law. He served as an initial director of Friends of Rock Creek’s Environment, a not-for-profit corporation organized to promote a healthy and sustainable Rock Creek watershed through conservation, education and restoration.



Mr. Malovany is Senior Vice President, Secretary and General Counsel of the Wm. Wrigley Jr. Company and has been with the Company since 1996. Mr. Malovany oversees a diverse group of 26 talented attorneys located in Barcelona, Spain; Chicago, Illinois; Guangzhou, China; Moscow, Russia; Munich, Germany; and Poznan, Poland. Mr. Malovany holds a B. A. degree in Economics from The Ohio State University, a J. D. degree from the University of Toledo and a M.B.A. degree from The University of Dayton.

From 1977-1985, Mr. Malovany was with NCR Corporation (data processing equipment and supplies), and from 1985-1996 with Outboard Marine Corporation (recreational marine products).

HOWARD MALOVANY
SENIOR VICE PRESIDENT,
SECRETARY AND GENERAL
COUNSEL
Wm. Wrigley Jr.
Company



**CHERYL MAYBERRY
McKISSACK**
FOUNDER, PRESIDENT
AND CEO
Nia Enterprises, LLC

Cheryl Mayberry McKissack is the founder, President and CEO of Nia Enterprises, LLC - a Chicago-based research and marketing services firm founded in January 2000. Nia Enterprises, LLC provides opt-in, permission-based marketing data solutions for the growing and specialized area of ethnic markets. As a result of its activities, the company provides the largest Multi-Cultural Consumer Advisory Panel. This opt-in, permission-based panel offers companies a direct link into the buying habits and consumer preferences of the rapidly growing U.S. ethnic population.

Prior to founding Nia Enterprises, Ms. Mayberry McKissack enjoyed a successful 23-year corporate career in technology, which included serving as the Worldwide Senior Vice President and General Manager Open Port Technology. She was also Vice President for the Americas and a founding member of the Network Systems Division for 3Com (formerly U.S. Robotics). Ms. Mayberry McKissack started her technology career with the IBM Corporation where she enjoyed a 14-year career in sales, marketing and management positions. In 2005, Ms. Mayberry McKissack was named an Associate Adjunct Professor of Entrepreneurship at the Kellogg School of Business, Northwestern University.

Ms. Mayberry McKissack, received her B.S. from Seattle University and her MBA from Northwestern's J.L. Kellogg School of Management. Ms. Mayberry McKissack serves on the Board of Directors of The PrivateBanCorp (NASDAQ: PVTB), and as a Director of the Deluxe Corporation (NYSE: DLX) where she is the chair of the Corporate Governance Committee. She is also the former Chairperson and current board member of the Information Technology Resource Center in Chicago, Board member and education sponsor for Chicago's LINK Unlimited organization, Board member for the University of Chicago Medical Center, Board member of the Gaylord and Dorothy Donnelley Foundation, a Boardroom Bound Lifetime Charter Friend, and a member of the Economic Club of Chicago.



YVETTE VANRIPER
PARTNER
Foley & Lardner LLP

Yvette M. VanRiper is a partner with Foley & Lardner LLP, where she is a member of the firm's Transactional & Securities Practice and its Automotive Industry Team.

Ms. VanRiper represents issuers and underwriters in public debt and equity offerings. She also serves as issuer's counsel to investment companies with regards to their initial offerings of exchange-traded funds. She routinely advises public companies regarding corporate governance matters and compliance with Securities and Exchange Commission regulations, including the Sarbanes-Oxley Act. She is also experienced in the area of corporate acquisitions and divestitures.

Prior to joining Foley, Ms. VanRiper was associated with another Detroit firm, and prior to that was the principal deputy to the chief financial officer of a distribution company with revenues of \$50 million.

Ms. VanRiper received her J.D. in 1997 from the University of Michigan. She received her bachelor's degree, *magna cum laude*, from Hope College in 1990, where she was elected to membership in Phi Beta Kappa.



Governance Committee Roundtable Topics

March 6, 2008

1. Board/Committee/CEO evaluation process
2. Composition of Board and committees, director recruitment and director service limitations issues
3. Third parties in the Boardroom
4. Separation of Chairman/CEO position/issues relating to lead director
5. Oversight of management by the Board
6. Director independence/related person transaction matters
7. Shareholder activism
8. Shareholder proposals
9. General “best practices” regarding corporate governance guidelines, insider trading policies, Rule 10b5-1 plans and other governance policies
10. Controlling shareholder issues
11. Takeover defense matters
12. Director compensation