

**JULIE ENGLAND**



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Ms. England is a member of the Board of Directors of Checkpoint Systems, Inc., Intellex Corporation and serves on the board of the Georgia O’Keeffe Museum in Santa Fe, NM. Previously she served two terms on the Board of Directors of the Federal Reserve Bank of Dallas.

Ms. England has extensive experience in the semiconductor, RFID, and defense systems electronics industries. In 2009 she retired from Texas Instruments, Inc. after a 30 year career in which she held several executive positions, most recently serving as Vice President and General Manager of radio frequency Identification (RFID). Previously, she was Vice President of a microprocessor division at Texas Instruments and prior to that, Vice President of Quality for the Semiconductor Group.

**JESSICA S. LOCHMANN**



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Jessica Lochmann is a partner with Foley & Lardner LLP, and is a member of the firm's Transactional & Securities Practice. She is also a member of the firm's Recruiting Committee and serves as the hiring partner for the Milwaukee office. Ms. Lochmann practices general corporate and business law, with an emphasis in securities law, corporate governance, and mergers and acquisitions. She 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 acquirors and targets in mergers and acquisitions transactions. Ms. Lochmann also represents issuers in securities transactions, including initial and secondary public offerings of equity securities and public and private placements of debt securities.

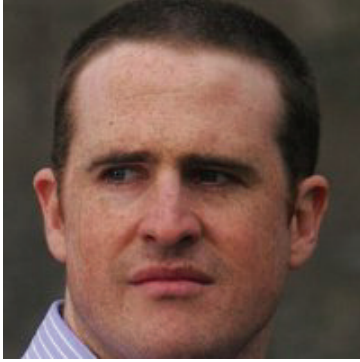
Ms. Lochmann graduated from Harvard Law School, *cum laude*, in 2001. She received her bachelor's degree in political science and journalism from the University of Wisconsin – Madison in 1998, where she was elected to membership in Phi Beta Kappa.

Ms. Lochmann is a member of the board of directors of the YMCA of Metropolitan Milwaukee.

Ms. Lochmann was selected for inclusion in the 2006-2010 lists of *Wisconsin Super Lawyers – Rising Stars®* for her mergers & acquisitions work.

Ms. Lochmann is admitted to practice in Wisconsin.

## BRENDAN SHEEHAN



CORPORATE CONSULTANT

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Brendan Sheehan is corporate consultant and a leading expert in public company governance and compliance. He is a frequent lecturer on governance, risk and compliance issues and is a regular contributor to the debate on shareholder rights, financial reform and the strategic impact of Dodd-Frank. He also helped create an ethics and compliance course at NYU where he serves as an Adjunct Professor. He is working with NYU to create a not-for-profit governance program to be taught in 2012.

Stanford University recently recognized Mr. Sheehan's achievements in the governance and journalism field by voting him one of the Top 15 business journalists in the US and awarded him a Stanford Media Fellowship for 2010.

Most recently he acted as Editorial Director at NACD Directorship, where he oversaw editorial content for a broad range of publications and website activities and is responsible for development of NACD's content-rich multimedia platforms.

Prior to joining NACD, Mr. Sheehan was Executive Editor for Corporate Secretary magazine. He has also worked in London as a senior analyst for BoardEx, where he was responsible for analyzing and reporting on corporate governance and board dynamics at UK, US, and international companies.

His other professional experience includes being senior capital markets analyst at MCM CorporateWatch, specializing in European high-yield, emerging markets and asset-backed securities. Mr. Sheehan appears on panels at various meetings of the Society of Corporate Secretaries & Governance Professionals. He is a member of the steering committee and a panel leader of the National Directors' Institute and moderates panels at various international governance and compliance conferences.

He holds a Bachelor's degree in Economics from the Queensland University of Technology and has worked professionally in Australia, Germany, UK and the USA.

**STEVEN W. VAZQUEZ**



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Steven Vazquez is a partner with Foley & Lardner LLP and is a member of the firm's Transactional & Securities and Private Equity & Venture Capital Practices. His practice focuses on securities offerings and other securities matters, corporate governance, mergers and acquisitions, and venture capital transactions.

Mr. Vazquez represents companies and investment banking firms in a wide variety of securities and corporate finance transactions. He has represented issuers and underwriters in 14 initial public offerings and follow-on offerings. He also has represented over 10 public companies in connection with their ongoing corporate and securities needs. Mr. Vazquez has represented public and private companies in merger and acquisition transactions aggregating over \$5 billion in total consideration, including advising boards of directors and special committees of independent directors on corporate governance matters, change in control issues, and anti-takeover strategies. Mr. Vazquez's venture capital experience includes representing emerging growth companies in more than 25 venture capital transactions since 2000 raising an aggregate of more than \$300 million.

Mr. Vazquez was selected by his peers for inclusion in *The Best Lawyers in America*® in the areas of securities law and mergers & acquisitions law and is named in *Florida Trend* magazine's Florida Legal Elite™ in the area of corporate law. He was also ranked as one of the top corporate, mergers and acquisitions and private equity attorneys in Florida by *Chambers USA* (2008-2011).

Mr. Vazquez graduated with honors from the University of Florida College of Law, where he was elected to Order of the Coif and was an editor of the *Florida Law Review* and the *Florida Tax Review*. He received his bachelor's degree in finance from Florida State University.

Representative transactions:

- Counsel to the special committee of a publicly held long-term acute care provider in a \$2.3 billion leveraged buyout transaction.
- Counsel to management of a publicly held marketing services and information provider in a \$1.7 billion leveraged buyout transaction.
- Counsel to buyers and sellers in three separate M&A transactions involving managed care companies, each consisting of over \$200 million in total consideration.

- Counsel to a competitive local exchange carrier in a \$600 million merger transaction.
- Company counsel to a leading global supplier of automotive systems in a \$450 million public note offering and \$250 million cash tender offer.
- Company counsel to a nationally based REIT in a \$1.2 billion underwritten public offering, the largest equity offering in REIT history.

## BARTH WOLF



VICE PRESIDENT, CHIEF LEGAL OFFICER  
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Barth Wolf is Vice President, Chief Legal Officer and Secretary for Integrys Energy Group, Inc. (formerly WPS Resources Corporation). Mr. Wolf joined Wisconsin Public Service Corporation, a regulated electric and natural gas subsidiary of Integrys Energy Group, in 1988 as Administrative Buyer and subsequently served as Risk Management Supervisor, Administrator – Risk Management, and Manager – Legal and Risk Management before being appointed Assistant Secretary and Manager – Legal Services in 1998. He was later named Secretary and Manager – Legal Services for WPS Resources Corporation and Wisconsin Public Service Corporation and was Vice President – Legal Services and Chief Compliance Officer for Integrys Energy Group prior to his current position.

Prior to his employment at Wisconsin Public Service, Mr. Wolf worked as a staff attorney for Fort Howard Paper Company and as an attorney at the law firm of Hanaway, Ross, Hanaway, Weidner, Garrity & Bachhuber.

Mr. Wolf received a Bachelor of Arts degree in Social Change and Development from the University of Wisconsin – Green Bay in 1975 and a Doctor of Laws degree from the University of Wisconsin – Madison Law School in 1984.



## COURTNEY WORCESTER



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Courtney Worcester is senior counsel in the Boston office of Foley & Lardner LLP. Her practice focuses on complex commercial litigation involving corporations, venture capital and private equity firms, financial institutions and their directors and officers. She has represented clients in corporate governance, federal securities and shareholder litigation matters, including federal securities and consumer class actions, stockholder derivative litigations, and internal corporate investigations. In addition, she is experienced in diverse commercial litigation matters, ranging from contractual disputes to the protection of trade secrets, unfair competition, and other business torts. She is a member of the firm's Securities Enforcement & Litigation Practice.

Representative matters include:

- Representation of venture capital funds and general partner in defense of action brought in the Delaware Court of Chancery by former stockholder asserting purported breach of fiduciary duty claims in connection with exercise of rights of first refusal
- Representation of special litigation committee of board of directors of publicly-traded wireless telecommunications firm in investigation of historical stock option-granting practices and responses to stockholder demands and obtaining dismissal of federal and state-court derivative litigation asserting state law claims for breach of fiduciary duty and federal securities claims
- Representation of general partners of venture capital funds, as directors of venture-backed incubator, in obtaining dismissal of action brought by former preferred stockholder asserting purported breach of fiduciary duty claims in connection with corporate dissolution and winding-up
- Representation of venture capital funds, as majority stockholders, in privately-held military electronics firm, in obtaining, after trial, a defense verdict, in action by minority stockholders asserting purported breach of fiduciary duty claims against directors and majority stockholders in connection with stock repurchase and recapitalization
- Representation of national retailer in litigation involving misappropriation of trade secrets and breach of non-competition agreements

- Representation of publicly-traded, development-stage biopharmaceutical firm in defense of action brought by competitor asserting purported misappropriation of trade secrets and other business torts
- Obtained dismissal of breach of fiduciary duty claims and deceptive business practices against an investment advisor, as well as affirmance of that dismissal in the State of New York, Supreme Court, Appellate Division
- Defended national bank against several class actions asserting violations of various states' consumer protection acts and the Truth-in-Lending Act
- Represented consumer product manufacturer in consumer protection and breach of warranty class action
- Successfully defended company and individuals against imposition of temporary restraining order to prohibit use of company's domain name
- Represented chief operating officer of public company against revenue recognition claims in securities class action, SEC and criminal investigations
- Obtained reversal of convictions of larceny and assault by means of a dangerous weapon based upon ineffective assistance of counsel, *Commonwealth v. Vickers*, 708 N.E. 2d 575 (Mass. Ct. App. 2003)
- Obtained reversal of conviction of possession of stolen vehicle for insufficient evidence, *Commonwealth v. Campbell*, 800 N.E. 2d 1055 (Mass. Ct. App. 2003)

Ms. Worcester's publications include:

- "Top Five Risk Management Tips for Venture Capitalists," (co-author), *Reuters Venture Capital Journal* (January 2010)
- "A Boardroom Checklist," (co-author), *The Corporate Board* (September 2009)
- "Ask the Litigator," (co-author), *The Deal* (January 9, 2009)

Prior to joining Foley, Ms. Worcester was of counsel with Pepper Hamilton LLP. She has also worked as an associate for Greenberg Traurig, LLP, Nixon Peabody LLP, and Testa Hurwitz & Thibault, LLP. In addition, she clerked for Justice W. Stephen Thayer, III and Justice Linda S. Dalianis of the New Hampshire Supreme Court.



Ms. Worcester earned her law degree, *cum laude*, from Boston University (J.D. 1999) where she was the administrative editor for the *Boston University Law Review* and was a member of the National Moot Court Team. Her bachelor's degree was conferred, *cum laude*, by Bowdoin College (A.B., 1996)

Ms. Worcester is admitted to practice in the states of Massachusetts, Maine and New Hampshire, and before the U.S. District Courts in each of those states, and before the U.S. Court of Appeals for the First Circuit.