

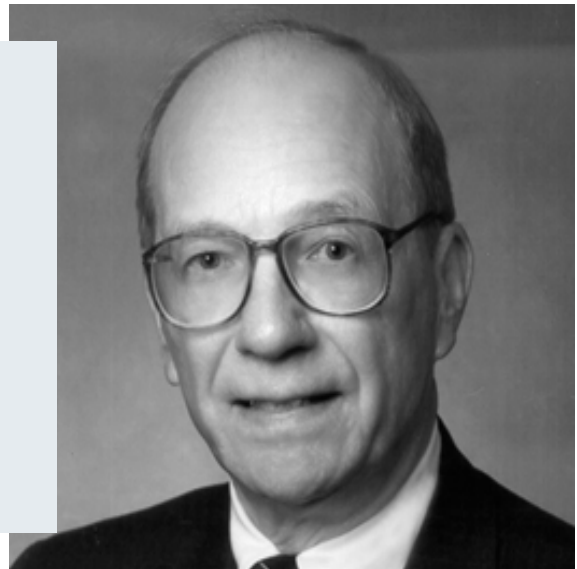
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Jere D. McGaffey is a retired partner in Foley & Lardner LLP's Milwaukee office, and former chair of the firm's Finance Committee and member of the Management Committee. He was a member and past chair of the Tax and Individual Planning Department. While counseling on varied and numerous corporate and institutional tax matters, his practice was primarily focused on the tax aspects of acquisitions and other corporate transactions and survivorship and estate planning for wealthy individuals.

His more than 40 years of experience include structuring tax-free reorganizations involving multiple classes of stock, the uses of net operating losses in acquisitions, the organization of S corporations, and tax-reducing like-kind exchanges in acquisitions. He has extensive experience in executive compensation, including stock-based compensation, golden parachutes, split dollar insurance and insurance as a private pension.

Jere is a former chair of the American Bar Association Section on Taxation (membership 27,000), former chair of the American College of Tax Counsel (the top 500 tax attorneys in the United States), a regent of the American College of Trust and Estate Counsel, and was selected as the Wisconsin Outstanding Tax Professional in 1989. He is a former member of the Advisory Board of *CCH Tax Transactions Library*, *Merten's Law of Taxation*, and listed in *Who's Who in America*, *Who's Who in American Law*, and *The Best Lawyers in America*.

Jere is author of an eight-volume treatise on taxation, *Tax Analysis and Forms, Business Transactions and Estate Planning* (West Group), a book on acquisitions, and numerous journal articles. He lectures to national audiences at professional tax meetings of tax law institutes.

Jere is a former director of Smith Investment Company (owner of the controlling interest in A.O. Smith Corporation), Northwestern Mutual Trust Company, Inc., WICOR (parent company to Wisconsin Gas Corporation and others). He is former chair of the Metropolitan Association of Commerce Tax Committee and vice chair for legislation. He is a former chairman of the Wisconsin Taxpayers Alliance and a member of the

advisory group to the Wisconsin Commissioner of Securities on Takeover Legislation.

Jere received his law degree, *magna cum laude*, from Harvard Law School, where he was on the law review, and received both a B.A. and B.S. in accountancy from the University of Nebraska, where he was first in his class. He is a Certified Public Accountant.