

Catherine L. Bromilow, CPA

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Catherine Bromilow is a partner with PricewaterhouseCoopers LLP and leads the Corporate Governance Group in the United States. She works with boards of directors and audit committees of major companies and institutions, providing insight on leading practice, enhancing their ability to comply with evolving regulations and expectations, and benchmarking their processes against leading practices. She has worked extensively with boards and directors from a number of countries, including the Bahamas, Barbados, Bermuda, Brazil, Canada, Mexico, the United States, and Venezuela.

For the past nine years, Ms. Bromilow has been active in researching and advising on matters relating to board-level governance. She was the principal author of *Audit Committee Effectiveness – What Works Best*, 3rd Edition, released in 2005, which helps audit committees understand the leading practices in discharging their many and complex responsibilities. She also was the project manager and principal author for the 2nd Edition of that book and its companion report, *Corporate Governance and the Board – What Works Best*, both of which were released in 2000. She cohosts the PricewaterhouseCoopers-University of Delaware Directors' College, exclusive to directors of public corporations, which has now run for five years. She also develops many publications for audit committees and boards, including PricewaterhouseCoopers' annual *Current Developments for Directors*.

Ms. Bromilow speaks frequently about leading corporate governance practices at conferences and seminars, and has lectured at the university level. She is a Certified Public Accountant (licensed in New Jersey), a Chartered Accountant from Canada, and holds both Master of Accounting and Bachelor of Arts (Honours Chartered Accountancy Studies) degrees from the University of Waterloo in Canada.

Gerald M. Czarnecki

Chairman and Chief Executive Officer
The Deltennium Group, Inc.

Mr. Czarnecki is the principal stockholder of The Deltennium Group, Inc., which has interests in a wide range of investments, as well as a broad consulting practice that helps organizations achieve peak performance through effective leadership, focused strategy, effective organization and sound financial management. The company also provides corporate boards of directors with consulting and facilitating assistance in the execution of their governance responsibilities. Deltennium serves individuals through leadership consulting, career coaching, financial planning and investment management services. In addition to his own consulting practice, Mr. Czarnecki is a faculty member of the National Association of Corporate Directors specializing in Strategy, Risk Management and Audit Committee operations.

Mr. Czarnecki held a number of executive positions in the banking and financial services industry which included Chairman & CEO of Bank of America – Hawaii, Chairman & CEO of Honfed Bank, President & CEO of Altus Bank, and Executive Vice President of RepublicBank Corporation. In addition he was President of UNC, The Aviation Company and IBM Senior Vice President-Human Resources & Administration. Subsequently, he has managed investments in, and consulted with, a variety of industries including retail services, communications, information technology, insurance, manufacturing and best practices information and consulting services

He holds a B.S. in Economics from Temple University, an M.A. in Economics from Michigan State University, a Doctor of Humane Letters from National University and is a Certified Public Accountant. He is a frequent speaker on Corporate Governance and Leadership and is the author of a book on leadership entitled You're In Charge...What Now? and You're A Non-Profit Director...What Now?.

In addition to being a founding member and Chairman of the Board of the National Leadership Institute, he is a member of the board of directors of State Farm where he serves as Chairman of the Audit Committee; DelGlobal Technologies where he also serves as Director and Chairman of the Audit Committee; a member of the board of directors of Aftersoft, Inc. He also serves as a member of the advisory board of Private Capital, Inc.

Mr. Czarnecki also has a long history of significant involvement in non-profit organizations and is currently serving as Interim President & CEO of Junior Achievement Worldwide, Inc. where he is also the Chairman of the Human Resources Committee, Chairman of the Compensation Committee and is a member of the Board of Governors. He is involved with National University in California, where he is the Chairman of the Board of Trustees.

Lori A. Martin

Partner
WilmerHale

Lori Martin is a partner in the Securities and Litigation Departments at WilmerHale. She joined the firm in 2005.

Ms. Martin is a litigator experienced in handling complex litigation, including direct and class action securities litigation, derivative litigation, and international and domestic regulatory investigations.

Ms. Martin joined the firm after more than seven years at Merrill Lynch Investment Managers, L.P. (MLIM). At MLIM, she was a first vice president and assistant general counsel. In that position, she managed affirmative and defensive litigation and litigation risk management for MLIM, affiliated asset management companies and MLIM advisory clients in the US. She was also the principal in-house adviser to MLIM senior management on litigation risk and regulatory exposure.

Recent Highlights

- Representation of an investment adviser in a securities class action lawsuit challenging mutual fund prospectus disclosures for B-shares
- Representation of an investment adviser in a securities class action and derivative lawsuit challenging adviser compensation under Section 36(b) of the Investment Company Act of 1940
- Representation of mutual fund advisers and distributors in connection with market timing and other regulatory investigations conducted by the SEC and state enforcement agencies
- Representation of the underwriting syndicate in a securities class action challenging prospectus disclosures in the Refco 144A private placement and initial public offering of Refco stock

Ms. Martin is a frequent participant in industry conferences regarding the investment advisory industry and complex litigation. She has authored numerous publications on securities litigation and intellectual property law. She is a member of the Association of the Bar of the City of New York and the American Bar Association.

Ms. Martin received honorable mention as in-house counsel in the Merrill Lynch Research Class Action Securities Litigation, "Big Suits," *The American Lawyer*, September 2003.

Ms. Martin earned her J.D., *cum laude*, from the University of Chicago Law School in 1988, *University of Chicago Law Review* and her A.B. in Political Science (with Departmental Honors) and Sociology, *magna cum laude*, from Wellesley College in 1985.

She is a member of the bar in New York, the District of Columbia and Pennsylvania and held a clerkship with The Hon. W. Eugene Davis, US Court of Appeals for the Fifth Circuit, 1988-1989.

Michael Passarella

Audit Committee Chair
Unum Group

Michael Passarella is a member of the Board of Directors of Unum Group and Chairman of its Audit Committee. He also served as a Director and Audit Committee Chair of Archipelago Holdings, which merged last year with the New York Stock Exchange. Prior to his board service, Mr. Passarella was an audit partner of PricewaterhouseCoopers from 1975 until his retirement from the Firm in 2002. He began his career with Price Waterhouse in 1963.

In addition to the directorships noted above, Mr. Passarella is also a director of Catholic Big Sisters/Big Brothers of New York and of TheatreworksUSA, and is a member of the Board of Trustees at his alma mater, Manhattan College. He and his wife Ann reside in New York City.

Kenton J. Sicchitano

Audit Committee Member, Metlife; Audit Committee Chair, PerkinElmer; Audit Committee Chair, Analog Devices

Ken Sicchitano retired from PricewaterhouseCoopers in June 2001 as the Global Managing Partner of Audit/Business Advisory, Tax and Financial Advisory Services. In this role, Ken developed new auditor independence rules with SEC and other regulators. He also led the firm's global activities with Public Oversight Board and other governance bodies. In this role he gained extensive experience working with the SEC, with respect to regulatory and governance issues.

Ken was the Global Managing Partner of the Audit/Business Advisory, Tax and Financial Advisory Services. He oversaw this \$11 billion accounting firm, as a part of PwC's business globally. A main focal point was developing and executing the merger of Price Waterhouse and Coopers & Lybrand and implementing this union successfully.

As Global Managing Partner of Audit/Business Advisory Services, he was responsible for the \$2 billion business (1998 and prior is Price Waterhouse before merger with C&L) unit globally and achieved record results. He started new businesses that are now \$1.5 billion revenue.

Ken's prior roles include Vice Chairman and Northeast Region Managing Partner, (1990-1995) and Boston Office Managing Partner (1986-1995) where he was responsible for all business operations in New England and upstate New York. Before that, Ken was the National Director of Strategic Planning, developing the firm's strategy function.

Ken has served on many civic committees including President, Harvard Business School Association of Boston; Board, Harvard Alumni Association; Board, Harvard Business School Alumni Association; Board and Finance Committee Chair, New England Deaconess Hospital; Board and Finance Committee Chair, Dana Hall School; Trustee, New England Aquarium.

Ken earned his MBA and Bachelors from Harvard College and was awarded the Silver Medal for second highest Massachusetts score on May 1971 CPA exam.

In 2007, Ken was named Public Company Director of the Year by New England Chapter of NACD.