



# 2013 Proxy Season Outlook Agenda

- 12:00 - 12:30 p.m. **Registration & Lunch**
- 12:30 - 12:40 p.m. **Welcome / Preview**  
Dennis Garris, Partner, Alston & Bird LLP
- 12:40 - 1:25 p.m. **Proxy Advisor Voting Review**  
*Mark Borges, Principal, Compensia, Inc.*  
*Rhonda Brauer, Senior Managing Director – Corporate Governance, Georgeson, Inc.*  
*Dave Brown, Partner, Alston & Bird LLP*  
*Jonathan Gottsegen, Senior Vice President – General Counsel and Corporate Secretary, United Rentals, Inc.*  
*Laura Thatcher, Partner, Alston & Bird LLP*
- 1:25 - 2:10 p.m. **Compensation Issues and CD&A**  
*Amy Bilbija, Executive Vice President, Mackenzie Partners, Inc.*  
*Mark Borges, Principal, Compensia, Inc.*  
*Josh DeRienzi, Vice President – General Counsel and Corporate Secretary, PSS World Medical, Inc.*  
*Stacy Ingram, Senior Counsel – Corporate and Securities, The Home Depot, Inc.*  
*Laura Thatcher, Partner, Alston & Bird LLP*
- 2:10 - 2:20 p.m. **BREAK**
- 2:20 - 3:05 p.m. **Shareholder Proposals and Shareholder Engagement**  
*Rhonda Brauer, Senior Managing Director – Corporate Governance, Georgeson, Inc.*  
*Bruce Goldfarb, President and Chief Executive Officer, Okapi Partners LLC*  
*Jonathan Gottsegen, Senior Vice President – General Counsel and Corporate Secretary, United Rentals, Inc.*  
*Stacy Ingram, Senior Counsel – Corporate and Securities, The Home Depot, Inc.*  
*Gary Ivey, Partner, Alston & Bird LLP*  
*Debra Smithart-Oglesby, Board Chair, Denny's Corporation*
- 3:05 - 4:10 p.m. **Shareholder Activism, Proxy Contests and Defensive Measures**  
*Dennis Garris, Partner, Alston & Bird LLP*  
*Bruce Goldfarb, President and Chief Executive Officer, Okapi Partners LLC*  
*Keith Gottfried, Partner, Alston & Bird LLP*  
*Mark Hamett, President, MacKenzie Partners, Inc.*  
*Debra Smithart-Oglesby, Board Chair, Denny's Corporation*
- 4:10 - 4:20 p.m. **BREAK**
- 4:20 - 5:00 p.m. **Issuer Perspective on Proxy Season**  
*David E. Brown, Jr., Partner, Alston & Bird LLP*  
*Josh DeRienzi, Vice President – General Counsel and Corporate Secretary, PSS World Medical, Inc.*  
*Jonathan Gottsegen, Senior Vice President – General Counsel and Corporate Secretary, United Rentals, Inc.*  
*Stacy Ingram, Senior Counsel – Corporate and Securities, The Home Depot, Inc.*  
*Scott Ortwein, Partner, Alston & Bird LLP*  
*Debra Smithart-Oglesby, Board Chair, Denny's Corporation*
- 5:00 - 5:05 p.m. **Closing Remarks**  
Scott Ortwein, Partner, Alston & Bird LLP

Reception to follow in Atlanta.



# 2013 Proxy Season Outlook Panelists

***Click on name to link to biographies.***

**Amy Bilbija**, Executive Vice President, Mackenzie Partners, Inc.

**Mark Borges**, Principal, Compensia

**Dave A. Brown**, Partner, Alston & Bird LLP

**David E. Brown, Jr.**, Partner, Alston & Bird LLP

**Rhonda L. Brauer**, Senior Managing Director – Corporate Governance, Georgeson, Inc.

**Joshua H. DeRienzi**, Vice President, General Counsel and Corporate Secretary, PSS World Medical, Inc.

**Dennis O. Garris**, Partner, Alston & Bird LLP

**Bruce Goldfarb**, President and Chief Executive Officer, Okapi Partners LLC

**Keith E. Gottfried**, Partner, Alston & Bird LLP

**Jonathan M. Gottsegen**, Senior Vice President, General Counsel and Corporate Secretary, United Rentals, Inc.

**Mark Harnett**, President, MacKenzie Partners, Inc.

**Stacy Ingram**, Senior Counsel – Corporate and Securities, The Home Depot, Inc.

**Gary Ivey**, Partner, Alston & Bird LLP

**Scott Ortwein**, Partner, Alston & Bird LLP

**Debra Smithart-Oglesby**, Board Chair, Denny's Corporation

**Laura Thatcher**, Partner, Alston & Bird LLP



# 2013 Proxy Season Outlook Biography

**Amy Bilbija** is an executive vice president at MacKenzie Partners, a leading full-service proxy solicitation, investor relations and corporate governance consulting firm. MacKenzie Partners specializes in mergers-and-acquisitions and contested situations, as well as complex corporate governance matters, with offices in New York City, California, and London. Amy is primarily responsible for all West Coast operations from the firm's Palo Alto office and focuses on proxy contests, mergers-and-acquisitions, and corporate governance consulting, including assisting clients with designing and drafting equity compensation plans consistent with institutional investor and advisory firm policies. Amy has extensive experience consulting both board of directors and senior management in areas of shareholder communication, messaging, various policy matters, and overall strategic issues. Prior to joining MacKenzie nine years ago, Amy was senior counsel at the New York Stock Exchange where she provided legal and corporate governance advisory services to both the domestic and international listings departments.

Ms. Bilbija has a J.D. from New York Law School and an M.B.A., M.S. and B.A. from the University of Miami.

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# 2013 Proxy Season Outlook Biography

**Mark A. Borges** is a principal with Compensia, Inc., a management consulting firm that provides executive compensation advisory services to compensation committees and senior management of knowledge-based companies. From April 2003 until September 2007, he was a principal for Mercer in the firm's Washington Resource Group in Washington, D.C. Previously, Mr. Borges was special counsel in the Office of Rulemaking, Division of Corporation Finance with the United States Securities and Exchange Commission. Before that, he was general counsel for ShareData, Inc. Mr. Borges practiced law with the firms of Ware & Friedenrich (now DLA Piper) from 1987 to 1992 and Pillsbury, Madison & Sutro (now Pillsbury Winthrop) from 1982 to 1987. From 1981 to 1982, he served as law clerk to the Honorable Marion T. Bennett of the United States Court of Claims in Washington, D.C.

Mr. Borges is the author of *SEC Executive Compensation Disclosure Rules* (2<sup>nd</sup> Ed.), recently published by the American Bar Association, and a co-author of the Lynn, Borges & Romanek *Executive Compensation Disclosure Treatise and Reporting Guide*. He is also an adjunct professor at the Georgetown University Law Center, teaching a course on the securities law aspects of executive compensation.

A California native, Mr. Borges graduated from Humboldt State University in 1976. He received his J.D. from Santa Clara University in 1979 and an L.L.M. in taxation from New York University in 1981. He is a member of the American Bar Association.

His telephone number is (415) 462-2995 and his electronic mail address is [mborges@compensia.com](mailto:mborges@compensia.com).

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# 2013 Proxy Season Outlook Biography

**Dave A. Brown** focuses his practice on securities regulation, public and private mergers and acquisitions, public and private corporate finance transactions, friendly and hostile tender offers, proxy contests, going-private transactions, public company investments and general corporate matters. He has extensive experience and knowledge in the federal securities laws, including the SEC's tender offer rules, proxy rules, going private rules and the beneficial ownership rules.

Mr. Brown regularly advises a range of listed companies in SEC reporting and disclosure requirements, corporate governance issues, establishment of corporate compliance programs and other corporate and securities matters. Additionally, Mr. Brown advises public and private companies and investment banking firms in mergers and acquisitions transactions. He also regularly advises hedge funds and other investment groups regarding the beneficial ownership rules and investments in public and private companies. Mr. Brown is also a member of the American Bar Association and a member of the subcommittee on Proxy Statements and Business Combinations.

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# 2013 Proxy Season Outlook Biography

**David E. Brown, Jr.** is chair of the firm's corporate practice area, which includes its corporate, energy, finance, health care, real estate and public policy groups, and a partner in the Financial Services & Products group, which he previously led. His practice focuses on mergers and acquisitions, corporate governance, securities disclosure, and payment system and other technology transactions, with an emphasis on the financial services, technology and telecommunications industries. David regularly represents issuers and underwriters in public and private offerings of equity, debt and hybrid securities and has extensive experience in complex mergers and acquisitions, particularly transactions coupled with strategic relationships between the parties. David has advised clients on hundreds of M&A transactions with an aggregate deal value in excess of \$74 billion and securities transactions with a value in excess of \$57 billion.

David is identified in *The Best Lawyers in America* for his corporate governance, corporate, merger and acquisition and securities/capital markets expertise and in the *Guide to the World's Leading Corporate Governance Lawyers*. He is a frequent speaker and author of publications regarding securities regulation, corporate governance, mergers and acquisitions, and strategic alliances issues.

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# 2013 Proxy Season Outlook Biography

**Rhonda L. Brauer** has been a senior managing director – corporate governance at Georgeson, Inc., the proxy solicitation firm, since 2008. She helps companies communicate with their shareholders and third-party opinion-makers and analyze their current governance practices in light of the current corporate governance landscape and their own business developments. Rhonda also works with clients to help them obtain their desired shareholder votes on director elections, proxy contests, shareholder proposals, equity compensation plans and other governance matters. In addition, she advises management and boards on ongoing governance developments and conducts board self-assessments.

Prior to Georgeson, Rhonda held a variety of legal positions from 1992 – 2008 at The New York Times Company, most recently serving as secretary and corporate governance officer and as a member of the company’s senior management team. She helped to lead the internal team that coordinated the company’s response to a dissident’s withhold-the-vote campaign in 2007 and a threatened 2008 proxy fight, which eventually settled.

Before that, from 1984 – 1992, she was a corporate securities and transactional lawyer at Cleary, Gottlieb, Steen & Hamilton in New York, New York, and Brussels, Belgium.

Rhonda is a nationally recognized speaker and writer on corporate governance issues. She is a member of the Society of Corporate Secretaries & Governance Professionals, for which she has served (since 2011) on its board and Membership Committee, as chair of its Chapter Task Force (2009-2011), chair of its Corporate Practices Committee (2006-2009) and a member of its Media Awareness Group (2006-2007). Rhonda served (2008-2009) on the American Bar Association’s “Task Force on the Delineation of Governance Roles and Responsibilities.” She is also a member of the Council of Institutional Investors.

Rhonda has a J.D. degree, magna cum laude and Order of the Coif, from Indiana University School of Law (Bloomington, Indiana) and an A.B. degree, magna cum laude and Phi Beta Kappa, from Cornell University’s College of Arts and Sciences (Ithaca, New York).

Her telephone numbers is 212-805-7168 and her e-mail address is [rbrauer@georgeson.com](mailto:rbrauer@georgeson.com).

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# 2013 Proxy Season Outlook Biography

**Joshua H. DeRienzis** was named general counsel in April 2010. Previously, Mr. DeRienzis served the company as vice president of legal affairs since February 2008 and was named corporate secretary in June 2008. Prior to joining the Company, Mr. DeRienzis held senior attorney positions at Rayonier, Inc. and CA, Inc., where he focused on SEC reporting, mergers and acquisitions, corporate governance, and commercial transactions. He also worked as a corporate attorney at the New York offices of Skadden, Arps, Slate, Meagher & Flom LLP and White & Case LLP. Mr. DeRienzis received his J.D. from the Benjamin N. Cardozo School of Law and his B.A. in communications from the State University of New York at Albany.

His telephone number is (904) 332-4122 and his electronic mail address is [jderienzis@pssd.com](mailto:jderienzis@pssd.com).

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# 2013 Proxy Season Outlook Biography

**Dennis O. Garris** is partner-in-charge of the firm's Washington, D.C. office and is the former co-head of the firm's securities, mergers and acquisitions practices. His practice focuses on securities and complex Securities and Exchange Commission (SEC) regulatory and disclosure matters and mergers and acquisitions. Mr. Garris is a nationally known expert on SEC regulatory matters, including the proxy rules, tender offer rules, going-private rules and beneficial ownership reporting rules. From October 1997 until early 2003, he served as chief of the Office of Mergers and Acquisitions, in the Division of Corporation Finance at the SEC. He began his career at the SEC in 1992.

As head of the SEC's Office of Mergers and Acquisitions, Mr. Garris oversaw regulation of domestic and cross-border M&A transactions and the statutory and regulatory interpretive functions of the SEC as they relate to domestic and international tender offers, exchange offers and business combinations, issuer tender offers (including debt buybacks), proxy solicitations (both contested and non-contested), going-private transactions and beneficial ownership reporting. Mr. Garris worked closely with the SEC's Division of Enforcement on enforcement matters involving M&A and beneficial ownership reporting issues.

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# 2013 Proxy Season Outlook Biography

**Bruce H. Goldfarb** is a founder of proxy solicitation firm Okapi Partners and serves as its president and chief executive officer. Bruce works extensively with corporate and mutual fund clients, as well as third-party investor and shareholder groups, including private equity sponsors, hedge funds and arbitrage firms, in solicitation and information agent campaigns. He focuses on proxy solicitation strategy and execution for mergers and acquisitions, proxy fights and other extraordinary transactions.

Prior to establishing Okapi Partners, Bruce was the senior managing director and general counsel of Georgeson Inc. (now a subsidiary of Computershare Limited), where he headed the Global M&A Advisory Group.

Before entering the proxy solicitation business, Bruce was a senior vice president of the investment management firm, Scudder, Stevens & Clark, which is now a part of Deutsche Asset Management. At Scudder, he was a member of the legal department and served as chairman of the firm's Proxy Review Committee.

Bruce practiced corporate law at Cravath, Swaine & Moore for more than six years, where he specialized in mergers and acquisitions, securities transactions and international matters.

Bruce earned a J.D. from the Columbia University School of Law. He also received a B.A. in the history of art from the University of Pennsylvania concurrently with a B.S. Econ., with a concentration in finance, from its Wharton School.

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# 2013 Proxy Season Outlook Biography

**Keith E. Gottfried** is a Washington, D.C. partner in the firm's Corporate Transactions & Securities Group who concentrates his practice on mergers and acquisitions, shareholder activism, cross-border transactions, corporate governance, securities regulation, NYSE and Nasdaq compliance, and general corporate matters.

Mr. Gottfried has worked on a number of high-profile mergers and acquisition transactions, representing private and public companies across a broad range of industries and sectors. In addition to representing acquirers and targets, he has represented some of the leading investment banks in their role as financial advisor to the acquirer or target in connection with an M&A transaction. Mr. Gottfried has extensive experience in structuring, negotiating and advising clients on M&A transactions; he also has extensive experience counseling clients on the full assortment of corporate governance and securities issues they face.

Mr. Gottfried is a certified public accountant and earned his J.D., cum laude, from Boston University's School of Law, where he was an Edward F. Hennessey Distinguished Scholar of Law and a G. Joseph Tauro Scholar of Law. He earned an M.B.A., high honors, from Boston University's Graduate School of Management and a B.A. in economics, concentrated in accounting, from the University of Pennsylvania's Wharton School.

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# 2013 Proxy Season Outlook Biography

**Jonathan M. Gottsegen** joined United Rentals, Inc. (URI) as senior vice president, general counsel and corporate secretary in February 2009. With approximately 12,000 employees and projected 2012 revenues of \$4.6 billion, URI is a leading industrial equipment company traded on the New York Stock Exchange.

Gottsegen leads URI's legal department, with responsibility for legal matters affecting the company that include corporate, securities, board secretarial, finance, governance, employment, regulatory, litigation, operations, real estate, mergers and acquisitions, executive compensation, government relations and compliance. Before joining URI, Gottsegen directed the Corporate and Securities Practice Group at The Home Depot, Inc., the world's largest home improvement retailer, from 2004 to 2009, where he led a team responsible for oversight of the company's key legal matters. Prior to The Home Depot, Gottsegen served as securities counsel for Time Warner Inc., a leading media and entertainment company, from 2003 to 2004, responsible for corporate, securities and corporate governance matters. From 1999 to 2003, Gottsegen was an associate in the New York office of Kaye Scholer Fierman Hays & Handler in its corporate and securities transactional practice. From 1996 to 1999, Gottsegen was a senior staff attorney with the SEC in its Division of Corporation Finance.

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# 2013 Proxy Season Outlook Biography

**Mark Harnett** cofounded MacKenzie Partners, Inc. in 1992. MacKenzie Partners is a full-service proxy solicitation and corporate governance consulting firm. The firm is the leading proxy advisor in control contests and information agent in friendly and hostile tender and exchange offers for equity and debt.

Representative transactions include:

Cracker Barrel/Biglari Holdings, McCormick & Schmick's/ Landry's, AOL/Starboard Value Fund, Casey's General Store/Alimentation Couche-Tard, Lionsgate/Icahn, Target/Pershing Square, NRG/Exelon, Midwest Air/AirTran/TPG and Northwest Airlines, Express Scripts/CVS/Caremark, H J Heinz/Trian, Engelhard/BASF and Unocal/Chevron and CNOOC.

MacKenzie Partners is based in New York City, with offices in Palo Alto, Los Angeles and London.

Mark holds a B.A. in government from Georgetown University and a J.D. from the University of Wisconsin Law School.

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# 2013 Proxy Season Outlook Biography

**Stacy Ingram** serves as senior counsel – corporate and securities for The Home Depot, which she joined in April 2009. In this role, Stacy is responsible for a broad range of securities, compliance, corporate governance and corporate finance matters, including primary responsibility for preparing the company’s annual proxy statement. Prior to joining The Home Depot, Stacy was a partner in the Atlanta office of McKenna Long & Aldridge LLP, where she represented clients in a full array of securities, corporate governance and corporate finance matters. Stacy received a B.A. from the University of Texas at Austin and her law degree from Harvard Law School.

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# 2013 Proxy Season Outlook Biography

**Gary C. Ivey**, formerly co-coordinator of the firm's corporate practices, is a partner in the Corporate Transactions & Securities Group and is a seasoned transactional lawyer and corporate counselor. He concentrates his practice in the areas of public and private offerings of equity and debt securities, including Rule 144A transactions, tender offers, exchange offers, restructurings and recapitalizations, mergers and acquisitions, going private transactions and corporate governance, particularly focused on public company representation. His clients have covered a variety of industry sectors, including retail, restaurant and food service, manufacturing, automotive, media, and sports and entertainment.

Mr. Ivey is recognized in *Super Lawyers* magazine and in *The Best Lawyers in America* in the corporate, mergers and acquisitions and securities law areas. He advises public company boards of directors and board committees regarding fiduciary duties in the context of fundamental corporate transactions and ongoing operations, as well as compliance with Sarbanes-Oxley, Dodd-Frank and rules and regulations of the SEC, the NYSE and NASDAQ.

Mr. Ivey received his J.D. degree in 1981 from Stanford Law School, where he was a member of the *Stanford Law Review*, and his undergraduate degree in 1978 from the University of North Carolina at Chapel Hill.

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# 2013 Proxy Season Outlook Biography

**Scott Ortwein**, is co-leader of Alston & Bird's Corporate Transactions Department and co-leader of the firm's Public Company Securities Practice. Mr. Ortwein's practice is concentrated in the areas of corporate finance and mergers and acquisitions. Mr. Ortwein has represented over 40 public companies in a variety of industries in the areas of corporate governance, securities compliance, public and private securities offerings and mergers and acquisitions. Specifically, Mr. Ortwein has represented public companies and investment banks in over 60 public equity and debt securities offerings with proceeds of over \$35 billion and has been involved in more than 75 public and private company mergers, acquisitions and dispositions with consideration of over \$15 billion. Mr. Ortwein is also a frequent speaker and author on topics ranging from complicated business combination issues to securities regulation and reforms.

Mr. Ortwein is listed in a number of publications as a leading corporate attorney, including *Chambers USA: America's Leading Lawyers for Business* and *The Best Lawyers in America* in the practice areas of Mergers & Acquisitions Law and Securities Regulation. Mr. Ortwein received his M.B.A. and J.D. from The University of North Carolina at Chapel Hill.

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# 2013 Proxy Season Outlook Biography

**Debra Smithart-Oglesby** has more than 15 years of experience serving on the board of directors of a public company. Her experience derives from her service at Denny's Corporation (DENN-NASDAQ), an international chain of family dining restaurants and at Cedar Fair (FUN-NYSE) an amusement park operator which owns amusement parks, outdoor water parks and hotels. Collectively, during this time she has served on the audit and finance, compensation and corporate governance committees. She has served as the chairman of the Board of Denny's since 2006. Her service at Denny's has included serving as the company's interim chief executive officer from 2010-2011. In 2010, Ms. Smithart-Oglesby was co-head of the team representing the board of directors against a slate of three dissident shareholders seeking to install themselves on the Denny's board, replacing the chairman, the CEO and the head of the audit and finance committee.

Additionally, Ms. Smithart-Oglesby has more than 30 years of financial and leadership experience in the food service and specialty retail industries. Her experience includes serving as president and chief financial officer of First America Automotive, a new and used car retailer sold to Sonic Automotive (SAH-NYSE) from 1997-2000, chief financial officer of Brinker (EAT-NASDAQ) International from 1985-1997, one of the world's leading casual dining restaurant companies, as well as serving on the Brinker board from 1991-1997. In 2000, she founded O/S Partners – an early stage investment and consulting services company focused in the restaurant and specialty retail sectors.

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# 2013 Proxy Season Outlook Biography

**Laura Thatcher** leads the firm's executive compensation practice, having developed this area of legal specialty in 1995 from her many years of experience in securities and acquisitions. Today, she is recognized as one of the nation's experts on executive compensation and is extensively quoted by major business news publications throughout the world.

Ms. Thatcher leads the executive compensation practice with a distinct focus on tax, securities and corporate governance regulations that have a direct effect on executive compensation. She and her team have daily experience in compensation matters that are part of every type of corporate environment: advising boards and management on equity-based and other incentive arrangements; nonqualified deferred compensation; executive employment agreements; SEC disclosures; golden parachute arrangements; corporate governance; and director and officer indemnification and fiduciary concerns. Her team stays up to the minute on fast-breaking issues and makes sure clients are among the first to know of and understand how new developments affect them.

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