

## Featured Keynote Speaker

### **Congressman Paul E. Kanjorski**

Congressman Paul E. Kanjorski was first elected to the United States House of Representatives from Pennsylvania's 11th Congressional District in 1984. He represents five counties in Northeastern Pennsylvania – most of Luzerne County, more than half of Lackawanna County, and all of Carbon, Columbia and Monroe counties. Congressman Kanjorski is the Chairman of the House Financial Services Subcommittee on Capital Markets, Insurance, and Government Sponsored Enterprises, which has jurisdiction over securities, exchanges, and most insurance matters, except for health insurance.



As Chairman of the Capital Markets Subcommittee, Congressman Kanjorski has taken many steps to respond to the slowing of the American economy as a result of the turmoil in the subprime mortgage marketplace. Keeping our financial markets globally competitive, improving the housing market, increasing borrower safety, enhancing investor protection, and addressing insurance regulatory reform are some of his top priorities for the Subcommittee.

Congressman Kanjorski is also a member of the Committee on Oversight and Government Reform, where he ranks third in seniority. He has a strong record in leading efforts to streamline and improve the operations of government.

In the 11th Congressional District, Congressman Kanjorski is best known for his efforts to harness federal resources to stimulate economic development and support job creation. He has advanced vital projects such as the \$250 million Wyoming Valley Levee Raising Project to protect residents from flooding and the \$48 million renovation of the VA Medical Center in Wilkes-Barre. Congressman Kanjorski has also continued to increase flood protection throughout Northeastern Pennsylvania by helping to secure federal funding for multiple flood control projects.

Before his election to Congress, Congressman Kanjorski was a successful trial attorney in Northeastern Pennsylvania. Although active in public issues throughout his life, he has held no other elective office. He served in the Army during the early 1960s. He attended Temple University and the Dickinson School of Law. He and his wife, Nancy, have one daughter. They reside in Nanticoke, Pa.



## Keynote Speaker

### **Anna Burger**

Anna Burger is Chair, Change to Win; and International Secretary-Treasurer of the Service Employees International Union, CLC.



Hailed by Fortune Magazine as "the most powerful woman in the labor movement" and named as one of Washingtonian's 100 Most Powerful Women in 2006, Anna Burger is both a top ranking officer at SEIU, the nation's largest and fastest growing union, and the first chair of America's newest labor federation, Change to Win.

Founded in September 2005 by SEIU and six other major unions representing six million workers, Change to Win is developing joint industry-based organizing campaigns aimed at ensuring that workers, not just CEOs, benefit from today's global economy.

The 2-million member SEIU is focused on uniting workers in three key sectors to improve their lives and the services they provide. It is the largest union of health care and property service workers and second-largest public employee union in North America. Today, SEIU is the most diverse union in America, with a leadership that reflects its ranks: more than half of SEIU members are represented by local unions led by women or people of colors.

Burger is a longtime strategist who oversees SEIU's national political operations. In 2008, Burger led SEIU's grassroots election work, which helped elect President Barack Obama and brought unprecedented victories for pro-worker candidates from across the country. In the largest mobilization by any single organization in the history of U.S. politics, more than 13,000 SEIU members, staff and local leaders worked in battleground states and key House, Senate and state races to bring change to Washington, D.C. and restore the American Dream for working families.

Burger has also played a critical role in developing the infrastructure of the progressive movement by partnering with and helping develop organizations and initiatives to deliver a sustained presence of progressive leaders at all levels of government.

Burger has participated in a number of White House task force and advisory council meetings on the nation's economic recovery and rebuilding the American Dream. An outspoken voice on the critical role unions can play to restore economic fairness in America, Burger was named in February 2009 to the President's Economic Recovery Advisory Board—a diverse group of economists, academics, business and labor leaders tasked with helping to guide the President's economic recovery policies.

Breaking with tradition is nothing new for Burger; in the 1970s-80s she was out front on picket lines, anti-war protests and feminist rallies. Throughout her career, she has pushed labor to deepen its commitment to equality for all. She played a significant role in SEIU's recognition of choice as a key issue for women's health and she has been a passionate advocate for comprehensive immigration reform.

Burger began her career in 1972 as a rank-and-file Pennsylvania state caseworker and union activist before her election as SEIU Local 668's first female president. She moved on to run the statewide political program and later became SEIU's national field director. She has been an active delegate to the Democratic National Convention since 1984 and has worked on the party's platform. She resides in Washington, D.C., with her husband, Earl F. Gohl, Jr. Their daughter, Erin Burger Gohl, has just graduated from Smith College.

## Panelists

### Steven L. Caponi

Steven Caponi is a Partner in the Wilmington Delaware office of Blank Rome LLP. He maintains a national litigation practice with a concentration on corporate and intellectual property matters. His practice covers all facets of business litigation including breach of fiduciary duty and corporate governance claims, merger and acquisition litigation, securities litigation, and patent infringement and intellectual property.



Mr. Caponi regularly handles matters in jurisdictions across the country. He frequently appears before the state and federal courts in Delaware, including the Court of Chancery. The Delaware Court of Chancery is internationally recognized as the preeminent forum for the resolution of corporate disputes and the development of corporate law. He has represented clients interests before the SEC, NASD, as well as, several state and federal courts.

He has served as national litigation counsel and defense group coordination counsel for a leading publisher of video games in a series of litigations involving claims for securities fraud, options backdating, breaches of fiduciary duty and improper business practices, represented a leading designer and manufacturer of women apparel in defense of several shareholder derivative actions challenging the client's \$120 million acquisition of a competitor, served as lead counsel and coordination counsel for defense group representing a regional telecommunications company in defense of shareholder derivative actions seeking to enjoin the client's proposed sale to a competitor, national litigation counsel for international software developer in a copyright dispute regarding ownership rights in computer source code and various contractual disputes arising out of software licensing agreements, vindicated rights of a significant shareholder, stripped of his stock following a freeze-out merger, involving allegations of massive self-dealing and diversion of assets by corporate fiduciaries, represented world leader of camera suspension systems in a patent infringement action related to the use of aerial photograph by national television networks to broadcast football games, defended market pioneer in the development and deployment of web-based substitute fulfillment systems, and represented plaintiff in a breach of contract action involving the recovery of over \$20 million in damages resulting from violations of an exclusivity agreement and the failed \$125 million acquisition of the defendants' wholly-owned subsidiary.

### Jay Eisenhofer

Jay Eisenhofer, co-founder and Managing Director of Grant & Eisenhofer, has been lead counsel in many of the largest securities class action recoveries in history, including the \$3.2 billion settlement in the Tyco case, the \$450 million settlement in the Global Crossing case, the historic \$450 million pan-European settlement in the Shell case, as well as a \$300 million settlement with DaimlerChrysler. Mr. Eisenhofer was the lead attorney in the seminal cases of *American Federation of State, County & Municipal Employees, Employees Pension Plan v. American International Group, Inc.*, where the U.S. Court of Appeals required shareholder proxy access reversing years of SEC no-action letters, and *Carmody v. Toll*



*Brothers*, wherein the Delaware Court of Chancery first ruled that so-called “dead-hand” poison pills violated Delaware law.

Mr. Eisenhofer has served as litigation counsel to many public and private institutional investors, including, among others, California Public Employees Retirement System, Colorado Public Employees Retirement Association, the Florida State Board of Administration, Louisiana State Employees Retirement System, the Teachers’ Retirement System of Louisiana, Ohio Public Employee Retirement Systems, State of Wisconsin Investment Board, American Federation of State, County & Municipal Employees, Service Employees International Union, Amalgamated Bank, Lens Investment Management, Inc. and Franklin Advisers, Inc.

Mr. Eisenhofer was recognized by *Directorship* Magazine in 2008 as one of the 100 most influential people in the field of corporate governance, a list that included figures like Ben Bernanke, Henry Paulson, Barney Frank, and Warren Buffet. In addition, he has been named by *Law Dragon* to its list of the top 500 lawyers in America. *The National Law Journal* has selected Grant & Eisenhofer as one of the top ten plaintiffs’ law firms in the country for the last four years, earning the firm a place in *The National Law Journal’s* Plaintiffs Firms Hall Of Fame. Mr. Eisenhofer serves as a member of the Advisory Boards for the Program on Corporate Governance at Harvard Law School and the Weinberg Center for Corporate Governance at the University of Delaware.

Mr. Eisenhofer has written and lectured widely on securities fraud and insurance coverage litigation, business and employment torts, directors’ and officers’ liability coverage, and the Delaware law of shareholder rights and directorial responsibilities. Among the publications he has authored: “The Shareholders Activism Handbook” Aspen Publishers; “Proxy Access Takes Center Stage – The Second Circuit’s Decision in AFSCME Employees Pension Plan v. American International Group, Inc.” *Bloomberg Law Reports*, Vol. 1, No. 5; “Investor Litigation in the U.S. - The System is Working” *Securities Reform Act Litigation Reporter*, Vol. 22, #5; “In re Walt Disney Co. Deriv. Litig. and the Duty of Good Faith Under Delaware Corporate Law” *Bank & Corporate Governance Law Reporter*, Vol. 37, #1; “Institutional Investors As Trend-Setters In Post-PSLRA Securities Litigation” *Practicing Law Institute*, July, 2006; “In re Cox Communications, Inc.: A Suggested Step in the Wrong Direction,” *Bank and Corporate Governance Law Reporter*, Vol. 35, #1; “Does Corporate Governance Matter to Investment Returns?” *Corporate Accountability Report*, Vol. 3, No. 37; “Loss Causation in Light of Dura: Who is Getting it Wrong?” *Securities Reform Act Litigation Reporter*, Vol. 20, #1; “Giving Substance to the Right to Vote: An Initiative to Amend Delaware Law to Require a Majority Vote in Director Elections,” *Corporate Governance Advisor*, Vol. 13, #1; “An Invaluable Tool in Corporate Reform: Pension Fund Leadership Improves Securities Litigation Process,” *Pensions & Investments*, Nov. 29, 2004; and “Securities Fraud, Stock Price Valuation, and Loss Causation: Toward a Corporate Finance-Based Theory of Loss Causation,” *Business Lawyer*, August 2004.

Mr. Eisenhofer is a graduate of the University of Pittsburgh (1978), and a 1986 *magna cum laude* graduate of Villanova Law School, Order of the Coif. He was a law clerk to the Honorable Vincent A. Cirillo, President Judge of the Pennsylvania Superior Court and thereafter joined the Wilmington office of Skadden Arps Slate Meagher & Flom. Mr. Eisenhofer was a partner in the Wilmington office of Blank Rome Comisky & McCauley until forming G&E in 1997.

## **Nell Minow**

Nell Minow is Editor and Co-founder of The Corporate Library, an independent research firm and industry-leading provider of corporate governance and compensation data and analysis on over 3,300 public U.S. companies and over 45,000 corporate executives and directors via its online database, Board Analyst.



Ms. Minow was named one of the 30 most influential investors of 2002 by Smart Money magazine and was dubbed "the queen of good corporate governance" by Business Week online. She was hailed as "the CEO Killer" by Fortune magazine for her record of ousting non-performing CEOs at companies like Sears, American Express, Kodak, and Waste Management.

Ms. Minow was formerly a Principal of Lens Investment Management, a \$100 million investment firm that took positions in underperforming companies and used shareholder activism to increase their value. Before Lens, she served as General Counsel and then president of Institutional Shareholder Services, Inc., a proxy voting advisory firm, and as an attorney at the Environmental Protection Agency, the Office of Management and Budget, and the Department of Justice.

Ms. Minow frequently comments on the corporate governance issues and the financial markets in the press and on television, including op-eds in the Wall Street Journal, New York Times, and USA Today, and on network news broadcasts at ABC, NBC, and CBS, on ABC's Nightline, CNN's Crossfire and Moneyline and PBS' NewsHour. She has written hundreds of articles as well as chapters in treatises on executive compensation, annual shareholder meetings, and in the books Law Stories, The Dance of Change, and The Financial Services Revolution. She is co-author with Robert A. G. Monks of three books: Power and Accountability (HarperBusiness 1991), the textbook Corporate Governance (Blackwell 1995, 2001, and 2003), and Watching the Watchers: Corporate Governance for the 21st Century (Blackwell 1996). Ms. Minow is a graduate of Sarah Lawrence College and the University of Chicago Law School

## **William Patterson**

William Patterson is the Executive Director of the CtW Investment Group, the investment office for the Change to Win, a federation of North American unions that represent six million members. The CtW Investment Group works with labor sponsored pension and benefit funds to promote the interests of worker-beneficiaries in the capital markets by leading shareholder initiatives, advocating for effective legislative and regulatory reform, and supporting active ownership and corporate governance reform strategies for worker pension and benefit funds.



Prior to the CtW Investment Group, he served as Director of the AFL-CIO Office of Investment. He was hired by the AFL-CIO in 1996 to create a new office and launch its capital stewardship program. Over a period of eight years, Mr. Patterson's Office: issued new proxy voting guidelines; created an executive compensation website, [www.PayWatch.org](http://www.PayWatch.org); built a shareholder proxy solicitation capability; supported new securities litigation initiatives for pension funds; proposed new standards for investment manager proxy voting reporting; and launched a new trustee education program.

From 1994 to 1996, Mr. Patterson served as co-chair of the Council of Institutional Investors. He has served on the World Bank's Private Sector Advisory Group (PSAG) for the Global Corporate Governance Forum. He has served on the Council's Executive Committee since 1988. In 1992, he created the Long-View Fund, a mutual fund committed to adding value through active corporate governance reform that has attracted over \$4 billion in investment assets.