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SPECIAL COMMITTEE REPRESENTATION

SERVICE TO SPECIAL COMMITTEES

Rogers & Hardin is often retained to represent independent directors or special committees of independent directors in a wide range of corporate transactions, investigations and litigation. We are also often consulted by independent directors and board committees (including audit and compensation committees) on an ongoing basis to provide independent advice with respect to directors' fiduciary duties and other corporate governance matters. We help directors understand and fulfill their fiduciary duties and build a record of their actions to insulate them from future challenges. Some of our recent engagements as special-committee counsel have included advising on:

- Related party transactions
- Internal investigations
- Regulatory investigations
- Shareholder derivative suits
- Restructuring committees
- Strategic alternative recommendation committees
- Compensation committees

PRIDE IN INDEPENDENCE

Our firm has an ethos and culture of independence, which we bring to bear in our representation. We enjoy being the specialists who are hired to deal with specific business problems, and we take pride in our special counsel role. Providing independent advice to companies and boards has always been a primary part of our practice. We respect the role of other professionals and seek to work collegially.

ADDING VALUE TO DECISION-MAKING

We offer tremendous value in these representations. We are not highly-leveraged, and we tend to staff matters with a few people of high experience level. Our unique model allows us to bring to bear the experience we have in a cost-effective way.

We stay attuned to process and recognize that an important part of the value we bring to our clients is to guide a process and drive record generation that enhances the defensibility of the directors' discharge of their duties.

ROGERS & HARDIN

