



## Mary B. Cranston

*Retired Senior Partner and immediate past Chair of Pillsbury Winthrop Shaw Pittman LLP*

---

**Mary B. Cranston** is the Retired Senior Partner and immediate past Chair of Pillsbury Winthrop Shaw Pittman LLP. Pillsbury is an international law firm with over 800 attorneys in 16 offices, including San Francisco, New York, Washington, DC, Los Angeles, London, Tokyo and Shanghai.

In her eight years as Chair, Ms. Cranston expanded the firm from a regional California base into an international platform through two large mergers and the addition of seven offices. Gross revenues increased from \$224 million in 1998 to \$600 million in 2006. Other strategic initiatives included a comprehensive client service program ranked by Fortune 1000 General Counsel in the top five in the world, and innovative programs to increase diversity. The firm was one of three law firms ranked in the top 100 companies in the U.S. for working mothers.

Ms. Cranston is an expert in complex class action litigation, antitrust counseling and litigation, regulated industries counseling and litigation, and securities litigation. She has litigated over 300 class actions in the state and federal courts and is an expert on class action procedural and trial issues and all aspects of class action settlements.

Ms. Cranston has been named one of "The 100 Most Influential Lawyers in America" by the National Law Journal, one of two "Best Law firm Leaders in the United States" by Of Counsel, and one of the "Top 100 Lawyers in California" by the San Francisco Daily Journal and the Los Angeles Daily Journal. She has been profiled as "One of the Best Female Antitrust Lawyers in the World" by Global Competition Review. For the past eight years, she has been included in the San Francisco Business Times List of the Most Influential Women in Bay Area Business, and in 2004, she received the Athena Award given to the

outstanding Bay Area businesswoman for lifetime achievement. In 2005, Ms. Cranston was the recipient of the Margaret Brent Award, the American Bar Association's highest award for women lawyers, given for legal excellence and for paving the way for other women lawyers.

She currently serves on both public company and nonprofit boards, including the boards of VISA, Juniper Networks, International Rectifier, Lucile Packard Children's Hospital and Catalyst.



## Toni Rembe

*Retired Partner at Pillsbury Winthrop Shaw Pittman LLP*

---

**Ms. Rembe** has served as managing partner of the Tax Department of Pillsbury and has served as a member of the firm's Executive Committee. She has represented a number of major corporations on Federal and California tax matters with special emphasis in the construction industry and international tax planning. She is a specialist in the state and local tax field and has lectured extensively in the area.

Ms. Rembe has been a guest lecturer for the New York University Tax Institute, the University of Southern California School of Law, Hastings College of the Law, the University of California at Berkeley, Boalt Hall School of Law, the California Franchise Tax Board and the Multi-state Tax Commission.

### Honors & Awards

2008 Sandra Day O'Connor Board Excellence Award, DirectWomen

2005 100 Most Influential Women in Business, San Francisco Business Times

### Affiliations

Member of American Bar Association; The Fellows of The American Bar Association; San Francisco Area Women Tax Lawyers; Bar Association of San Francisco; President of the van Loben Sels/RembeRock Foundation; co-founder of the Arthur and Toni Rembe Rock Center for Corporate Governance at Stanford University; recently retired from Board of Directors of AT&T and AEGON, N.V., a Dutch company; past President and Trustee of The Commonwealth Club of California; past President and Trustee of The American Conservatory Theater.

## **Contact Information**

toni.rembe@pillsburylaw.com

San Francisco

Four Embarcadero

Center, 22nd Floor

San Francisco, CA 94111-2228

Tel. +1.415.983.1102

Fax. +1.415.983.1200

## **Practices / Industries**

Tax

## **Admissions**

State of Washington

State of New York

## **Education**

LL.M., New York Law School, 1961

B.S.L., University of Washington, 1958



## Susan P. Serota

*Partner at Pillsbury Winthrop Shaw Pittman LLP*

---

**Ms. Serota** is the leader of Pillsbury Winthrop Shaw Pittman's Executive Compensation & Benefits practice. Ms. Serota has experience in all areas of executive compensation, stock options and other equity compensation, pensions, and employee benefits. She has significant experience in the compensation of senior executives, fiduciary matters relating to ERISA and other plans, plan governance reviews; DOL advisory opinion requests; international benefits, employee benefit aspects of cross-border mergers and acquisitions, joint ventures, welfare plans (health, life and severance), ERISA fiduciary litigation and securities law matters.

Ms. Serota's assignments have included: advising compensation committees of public boards of directors on executive and director compensation arrangements and disclosure of such programs; negotiating and drafting executive compensation arrangements including stock option and other equity or performance award plans, golden parachutes and anti-takeover devices; drafting employee pension, profit sharing plans; advising US and non-US companies on tax and securities issues in global equity-based plans; and negotiating and drafting executive employment contracts.

From August 2006–2007, Ms. Serota was the Chair of the American Bar Association Section of Taxation, the nation's largest organization of tax lawyers. She is the past Chair of the ABA Tax Section's Employee Benefits Committee.

## **Board of Directors**

The Segal Company 2003–2006

Else Sackler Charitable Foundation 1999–

American Tax Policy Institute 2008–

American Bar Retirement Association 1993–2005

American College of Employee Benefits Counsel 2000–2005

American College of Tax Counsel 2000–2005

New York University Center for Labor and Employment Law 2001–

2020 Women on Boards, New York Chapter Committee 2012–

## **Outside Counsel to Board Compensation Committees**

Schering–Plough Corporation 2003–2009

Mellon Financial Corporation 2003–2007

Computer Associates, Inc. 2000–2004

## **Honors & Awards**

2012 Best Lawyers in America, Employee Benefits (ERISA) Law (1987–2012)

2011 Best Lawyers in America, Lawyer of the Year—New York, Employee Benefits

2012 Chambers USA, Employee Benefits & Executive Compensation—National (2005–2012)

2012 PLC Which Lawyer?, Labor & Employee Benefits—Employee Benefits & Pensions—New York (2007–2012)

2012 Legal 500 US, Labor and Employment and Executive Compensation (2007–2012)

2011 Guide to the World’s Leading Labor & Employment Lawyers, Euromoney/Legal Media Group

## Books

Editor, *ERISA Fiduciary Law*, BNA Books 2nd Ed, 2006, Supplement 2011

Author, *Employee Share Plans: International Legal and Tax Issues*, Second Edition, Chapter on United States, Globe Law and Business, 2011.

## Recent Articles and Speeches

“FATCA and Incentive Compensation Plans: New Problems for Cross-Border Stock, Incentive and Other Employee Benefit Plans,” North American Trade & Investment Report (April 2012)

“Compensation Committee Governance in an Era of Increased Public Scrutiny,” Compliance Week (October 2010)

“Serving on Today’s Compensation Committee” (PLI Compensation Committees 2010: Performing in the Spotlight, June 29, 2010)

“Sections 409A & 457A: What’s a Multinational Employer to Do?” (ABA Joint Committee on Employee Benefits, April 21, 2010)

“HR Issues in Global Carve-Outs and Divestitures” (Ernst & Young/Pillsbury Executive Round-table, February 25, 2010)

“Benefit Plan Fiduciaries Remain Vulnerable to Class Actions Based on Fees,” Employee Benefit Review, March 2010 (with Frederick A. Brodie)

Employee Benefits Considerations in Joint Ventures (PLI Course Handbook, 6/11) (originally published 54 Tax Lawyer 477 (2001)).

Equity Compensation in Mergers and Acquisitions (Tulane Tax Institute, 9/24/08; ABA JCEB National Institute on Employee Benefits in Mergers & Acquisitions, 4/08 ABA–JCEB National Institute on Executive Compensation, November 2007)

401(k) Investment Issues 404(c) and Other Issues (ABA Annual Meeting, August 2008)

Global Stock Option Plans, Registration, Disclosure and Tax Issues (ABA National Institute on Compensating Executives and Directors, 11/08; NYSBA) (ABA-JCEB Teleconference, September 2007)

Data Protection in the United States of America (IPEBLA Conference, Madrid, Spain, April 2007)





## Wendelin A. White

*Partner at Pillsbury Winthrop Shaw Pittman LLP*

---

**Ms. White** is the leader of the firm's Washington, DC Real Estate practice where she has practiced law since 1981. She concentrates her practice in acquisitions, dispositions and financings of commercial properties. Her practice includes transactions involving office, hotel, retail, multi-family and mixed use properties; real estate investment trust formations, financing and acquisitions; construction, term loan, conduit, mezzanine, and securitized debt financings; and joint ventures. Her practice also includes development work and leases covering individual or multiple properties.

She sits on the Board of Trustees of Washington Real Estate Investment Trust, the Board of Directors of Chevy Chase Trust Company and the Georgetown University Hospital, and is the General Counsel of The Economic Club of Washington, DC. Ms. White is a former member of Pillsbury's Managing Board, and is also past President and currently sits on the Advisory Board of Commercial Real Estate Women.

### Honors & Awards

2013 Best Lawyers in America, Real Estate Law (2006–2013)

2012 Chambers USA, Real Estate—DC (2007–2012)

2012 PLC Which Lawyer?, Real Estate—DC (2010–2012)

2012 Legal 500 US, Real Estate (2007–2009, 2011–2012)

2011 Washington's Top Lawyers, Real Estate, Washingtonian (2007, 2009, 2011)

2009 Impact Award, Commercial Real Estate Women (CREW), DC Chapter

2005 Top Real Estate Transactional Lawyer in the Region, Washington Business Journal Super Lawyers

### **Practice Areas / Industries**

Real Estate

- Distressed Real Estate
- REITs & Real Estate Capital Markets

Restaurant, Food & Beverage

Travel, Leisure & Hospitality

Middle East

Consumer & Retail

Corporate & Securities

- Alternative Investments

### **Firm Publications**

Perspectives on Real Estate, Authors: Robert A. James, Noa L. Clark, Amy L. Pierce, Emily K. Bias, Christine A. Scheuneman, Patrick J. Potter, Jerry L. Hall, Wendelin A. White, Thomas V. Loran III, Craig A. Barbarosh, Rhina M. Roberts, Susan E. Michelich, Spring 2010

Perspectives on Real Estate, Authors: Wendelin A. White, William S. Waller, Patrick J. Potter, Jerry L. Hall, Robert C. Herr, Noa L. Clark, Scott E. Barat, James P. Bobotek, Emily K. Bias, Sukhi Walia, James Campbell, Rosemarie Oda, Susan E. Michelich, David Tabibian, Mark N. White, David S. Houston, Winter 2009

Perspectives on Real Estate, Authors: James M. Rishwain, Jr., Deborah B. Baum, Scott E. Barat, James P. Bobotek, Wendelin A. White, William C. F. Kurz, Angela M. Yates, John L. Barton, Roger C. Roy Jr., Christopher B. Leopold, Jr., Warren U. Lehrenbaum, David Tabibian, December 2008

CDARS—An Investment Safeguard Strategy, Authors: Wendelin A. White, William C. F. Kurz, 11/6/2008  
Pillsbury on Real Estate, Authors: Wendelin A. White, Scott E. Barat, Jennifer A. Giblin, Peter G. Freeman, James P. Bobotek, Paul R. Schrecongost, Meredith Weinberg, Meredith R. Weinberg, Byron A. Rodriguez, Gary Downs, Spring 2006

## **Education**

J.D., University of Miami School of Law, 1981

M.F.A., University of California, Irvine, 1977

B.A., Sweet Briar College, 1974

## **Admissions**

District of Columbia

State of Florida

## **Affiliations**

District of Columbia Bar Association; Florida Bar Association; The Economic Club of Washington D.C.; National Association of Real Estate Investment Trusts; District of Columbia Building Industry Association; Commercial Real Estate Women of the District of Columbia

## **Contact Information**

wendelin.white@pillsburylaw.com

Washington, DC

2300 N Street, NW

Washington, DC 20037-1122

Ph +1.202.663.8360

Fax +1.202.663.8007

# Sara Grootwassink Lewis, CFA, CPA

*Chief Executive Officer and Founder of Lewis Corporate Advisors, LLC*

---

**Sara Grootwassink Lewis** is the Chief Executive Officer and Founder of Lewis Corporate Advisors, LLC, a capital markets and board advisory firm. Since 2004, Ms. Lewis has served on the Board of Directors and Audit Committee of CapitalSource (NYSE:CSE), is Chairman of the Corporate Governance and Nominating Committee and serves on the Compensation Committee. Since 2010, Ms. Lewis has served on the Board of Directors and Audit Committee of PS Business Parks (NYSE:PSB). Ms. Lewis is the Audit Committee Chair, Presiding Director, and serves on the Corporate Governance and Nominating Committee of PS Business Parks.

Ms. Lewis has more than 20 years of capital markets experience. As the retired Executive Vice President and Chief Financial Officer of Washington Real Estate Investment Trust (NYSE:WRE), Ms. Lewis was responsible for the Company's overall financial and capitalization strategy and served as the Company's primary spokesperson to the media and Wall Street from 2001–2009. In conjunction with the CEO and Chairman, she developed the overall strategic direction of the Company as well as corporate governance initiatives and Executive/Board compensation and succession plans. She was also responsible for public financial reporting, financial modeling, risk management, investor relations, proxy reporting, internal and external audit, including Sarbanes-Oxley compliance. Ms. Lewis was a member of the Company's four person Investment Committee.

From 1999–2001, as Vice President, Finance and Investor Relations for Corporate Office Properties Trust (NYSE:OFC), Ms. Lewis was responsible for the Company's capital markets strategy, capital issuance execution, earnings modeling; and maintaining relationships with investment bankers, commercial

bankers, research analysts and institutional investors. Prior to joining Corporate Office Properties, Ms. Lewis was a sell-side REIT equity analyst at Johnston, Lemon & Co., where she initiated and maintained research coverage on 14 Mid-Atlantic REITs for a NYSE member firm. Ms. Lewis led the institutional sales effort, advised institutional buy-side investors on developments within the REIT industry, and recommended investment in specific REITs.

Ms. Lewis is currently a member of the Economic Club of Washington, the Chartered Financial Analyst Institute, the Audit Committee Roundtable of Orange County and is a National Association of Corporate Directors Board Leadership Fellow. Ms. Lewis served on the Executive Committee and Audit Committee, and Chaired the Finance, Investment and Compensation Committees, of the San Diego Opera. She is a member of the Advisory Council of the Scripps Research Institute.

From 1999–2009, Ms. Lewis was a member of the National Association of Real Estate Investment Trusts (NAREIT) and served on NAREIT’s Investors Advisory Council from 2001–2004 and on the editorial advisory board of NAREIT’s Real Estate Portfolio (now REIT) magazine from 2000–2009. From 2004–2008, Ms. Lewis was a member of Washington Hospital Center’s Strategic Planning Committee, and in 2006–2007 she Chaired the Department of General Services transition team for the incoming Governor of Maryland, Martin O’Malley. In 2004, Ms. Lewis received the “Women Who Mean Business” award from the Washington Business Journal.

Ms. Lewis holds the Chartered Financial Analyst designation and is a Certified Public Accountant, registered in the State of Illinois. She earned a BS in Finance from the University of Illinois, Urbana–Champaign.



## Barbara L. Rambo

*Director at PG&E Corporation*

---

**Barbara L. Rambo** is currently a director of PG&E Corporation, UnionBanCal Corporation (Union Bank of California), West Marine and International Rectifier.

Ms. Rambo has held executive positions with companies in the financial services and technology sectors. Most recently, Ms. Rambo was chief executive officer of Nietech Corporation, a consumer payments services company for the retail and financial services industries. Prior to this position, Ms. Rambo was chief executive officer of OpenClose Technologies, a financial services technology company for the mortgage banking industry. Ms. Rambo assumed this position from Bank of America, where she was group executive vice president and head of National Commercial Banking. While heading the National Commercial Banking Group, she was also responsible for key affluent and mass market consumer segments and served as a member of Bank of America's Senior Management Council, Asset and Liability Committee and Social Policy Committee. Previously, Ms. Rambo headed Bank of America's California Commercial/Retail Banking Division, based in San Francisco, and the U.S. Corporate/Institutional Group in the East, based in New York. Ms. Rambo began her career in the International Banking Division of Bank of America in New York.

Ms. Rambo is chair of the Finance Committee, and a member of the Compensation, Nominating/Governance and Executive committees of PG&E. She recently chaired the CEO Search Committee for the board. She is also a member of the Executive Compensation and Audit/Finance committees of Union Bank of California, where she chairs a strategic planning initiative of the board of directors. Ms. Rambo is chair of the Governance and Compensation Committee and a member of the Audit Committee of West Marine and serves on the Compensation and Governance Committees of International Rectifier.

Past board positions have included director and member of the Audit and Executive Compensation committees of Gymboree Corporation, director of BankAmerica Capital, president of the College of William and Mary Board of Sponsors, president of the Women's Forum West, vice chairman of the San Francisco Ballet Board of Trustees and chairman of the Operating Committee of the Roundabout Theatre, New York.

Ms. Rambo holds an MBA in finance from New York University and a BA in international affairs from the College of William and Mary.