

Vedder Price

...An Introduction



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Vedder Price | *An Introduction*

Vedder Price is a dynamic, entrepreneurial law firm with an extensive practice, including specializations in corporate, labor and litigation matters.

The Firm has enjoyed steady growth since its founding in 1952, and has offices in New York and Washington, D.C., in addition to its main office in Chicago. Vedder Price has more than tripled in size since 1970, and now comprises over 240 attorneys.

The Firm is governed in a democratic manner. The management of the Firm is guided by a thirteen-member Board of Directors, which includes a two-member Executive Committee and the Firm's Managing Director, an experienced CPA. Other committees contribute to the overall operation of the Firm, and associates serve on many of them. Associate input is sought and considered on many issues that affect the Firm's growth and direction. Each of the Firm's three main practice areas is led by a practicing lawyer from each group. The Firm provides its associates with extensive training and employs a full-time Director of Professional Development to assist associates in their career advancement. In each of the three principal areas of the Firm's practice, a senior attorney coordinates and oversees the work and professional development of the attorneys who work within that area.

Vedder Price is an open and supportive law firm with a business casual atmosphere. Our attorneys regularly discuss new and ongoing matters with one another in order to learn from the expertise and experience of their fellow attorneys. Associates usually work directly with the senior attorney in charge of a particular matter, and have significant input into and responsibility for the overall direction of the representation. Associates also can expect to work with a number of different lawyers, both within and outside their chosen area.

We are strongly committed to equal employment opportunities for all applicants, and we seek applications from qualified law students and practicing attorneys who want a challenging and sophisticated practice in a vibrant and flexible firm.



Our Commitment to Diversity

The Firm's Board of Directors has adopted the following:

The promotion of diversity is a high priority at Vedder Price. We are committed to enhancing the diversity of our work force and promoting the likelihood of success for all people at Vedder Price to the best of our ability. We will dedicate time, energy and money to achieve our goal. Our focus will include the recruitment, hiring, retention, training, professional development and advancement of a diverse group of attorneys and other employees on the basis of demonstrated merit and performance. We also will maintain and enhance an inclusive culture at Vedder Price, in which individual differences among us are respected, appreciated and recognized as a source of strength for the Firm and valued as qualities which enrich our working environment and our ability to serve our clients.

Diversity Committee

The Firm has an active Diversity Committee to ensure that efforts to promote and enhance diversity and a culture of inclusiveness remain a priority at Vedder Price. This committee is composed of lawyers from a broad spectrum of the Firm, including members of the Firm's Board of Directors, the Chair of the Associate Evaluation Committee, the Chair of the Associate Hiring Committee, the Director of Professional Development, and our Manager of Law School Recruitment and Diversity Initiatives.



Antone J. Little, first-year law student at Loyola (second from right), Vedder Price's 2008 Diversity Scholarship winner, with (left to right) **Jim Garvey**, **Larry Casazza** and **Doug Hambleton**.

Recruitment and Hiring

The Firm's efforts start with recruitment. Twenty-four percent of the law students in the Firm's 2006 and 2007 Summer Programs in Chicago and New York are minorities, and half of the participants are women. Vedder Price has been an active participant in the Cook County Minority Job Fair (since 1996), CLEO's Annual Career Fair, and the Chicago Committee on Minorities in Large Law Firms since its inception. The Firm also hosted the 2006 Sweet Home Chicago reception for minority law students.

Diversity Scholarship

Vedder Price has established a Diversity Scholarship, which is awarded annually to one first-year diverse law student. In December 2007, the Firm named its third recipient, Antone J. Little, a first-year law student at Loyola University Chicago School of Law.

Training and Mentoring

Vedder Price invests substantial time and money in its commitment to the mentoring, training and professional development of its attorneys. The Firm's attorneys participate in a variety of practice-area-specific training through the Firm's in-house programs and through outside professional development courses and seminars. Each associate who joins the Firm is assigned a mentor to help him or her integrate into the practice and to establish relationships with other attorneys and staff.

Career Advancement

The Firm, through its Director of Professional Development and its Marketing Department, works with its associates on an individual basis to develop career advancement and business development plans, and offers ongoing professional development counseling. In addition, the Firm offers all associates the opportunity to participate in monthly meetings to discuss business development issues and to learn client development strategies from some of the most successful and experienced attorneys in the Firm. Partners also routinely introduce attorneys to key clients, and strive to give associates client contact and responsibility as they progress in their careers. Practice group leaders meet regularly to review hours billed and attorney work assignments, and strive to ensure that all associates are being fully utilized and included in significant deals and cases.

Support for Diversity in the Community

Vedder Price has a strong commitment to participating in and financially supporting community activities that benefit minorities and women. To encourage these efforts, a portion of an attorney's time spent on pro bono matters is deemed chargeable. The Firm is also a charter member and supporter of the Chicago Committee on Minorities in Large Law Firms, an organization devoted to increasing diversity and diversity awareness in law firms. Among their many contributions, Vedder Price attorneys have been active in adoption and immigration programs to assist minority populations, and have represented abused immigrant women in seeking legal immigrant status under the federal Violence Against Women Act. Attorneys have represented minority children in juvenile court and school board administrative hearings, and have also been active on judicial evaluation committees, in conjunction with minority bar associations, to ensure that minority candidates are promoted to the bench. Vedder Price attorneys have assisted minorities and women in securing low-cost loans, and have helped establish tax-exempt status for a program for at-risk children.

Recognition and Honors

Many Vedder Price attorneys contribute to, participate in and support minority and women's scholarship and other funds, serve as tutors and career mentors and support hunger relief and other community-based programs.

A number of them have been recognized for their efforts in these areas. Our shareholders have diverse backgrounds. Some of the highlights include:

- ◆ The first woman president in the 54-year history of the Seventh Circuit Bar Association;
- ◆ A board member of From Our Streets With Dignity, an organization that performs AIDS prevention and outreach predominantly to minority women;
- ◆ The president of the United Nations Association Greater Chicago Chapter;
- ◆ An inaugural recipient of the Chicago United Business Leaders of Color Award;
- ◆ A U.S. Department of Transportation Honors Attorney;
- ◆ A former member with the Office of the Counsel to the President, White House; and
- ◆ A member of the Firm's Board of Directors who served as Co-chair of the ABA Labor and Employment Law Section's Task Force on Sponsorships, Donors and Grants.

Associate Hiring and Development

The Firm has no formal rotation system. Consistent with the demands of our practice, we give careful consideration to each associate's preference with respect to their desired area of practice, and seek to provide opportunities for experience and advancement in that area. New attorneys are encouraged to work on a variety of matters upon joining the Firm. As experience and particular interest in an area is gained, the new attorney will generally begin to specialize and have the opportunity to take on more responsibility.

The Firm delegates responsibility to associates as rapidly as their skills permit, and decisions regarding advancement and increased responsibility are made on an individual basis.

Associates are formally evaluated every six or twelve months, depending on the associate's tenure with the Firm. Each associate

submits evaluation forms to the attorneys he or she has worked with during the evaluation period. Both the assignment and the individual associate are evaluated. These evaluations provide the basis for an appraisal of the associate's work quality, professionalism and contribution to the Firm's growth. In order to assure consistency in the procedures and standards used for associate evaluation, the Firm's Associate Evaluation Committee, comprising representatives of all practice areas, considers the evaluations, makes recommendations concerning the progress of each associate, and provides guidance with respect to areas that should be developed more fully.

An associate who demonstrates the qualities necessary for effective practice

with the Firm will be considered for advancement. At the present time, associates may be invited to become shareholders after seven years of practice. It is, and always has been, the policy of the Firm to hire only those individuals it believes will become qualified to become shareholders.



The Summer Program

Our Summer Program is designed to give summer associates both an educational work experience and a comprehensive, realistic exposure to the practice of law at Vedder Price. Each summer associate is paired with an associate attorney who acts as an adviser and mentor within the Firm. The adviser provides advice and guidance regarding the practice of law and work-related issues.

Summer associates are quickly integrated into the Firm through work assignments and training sessions specifically tailored by each practice group, as well as many subpractice areas within the Firm.

As with full-time associates, we have no formal rotation system for summer associates. They are encouraged to focus on getting assignments in the practice area they are principally interested in joining.

Summer associates are assigned work by the attorney in charge of the matter, who works directly with that summer associate. Summer associates also observe and assist attorneys in trials, hearings, arbitrations, depositions, closings, negotiations and client meetings.

Social activities, such as cultural and athletic events, Firm parties, dinners and the annual Firm golf/tennis outing, provide an opportunity to interact on a more personal basis with Vedder Price attorneys and to experience the many advantages of living in Chicago, New York or Washington, D.C.



Careful attention is paid to the progress of each summer associate. Every project is evaluated by the assigning attorney, and the summer associate is kept apprised of his or her performance by means of regular evaluation and discussion sessions with his or her adviser, the Summer Program Co-chairs and our Manager of Law School Recruitment and Diversity Initiatives. Each summer associate has two formal review sessions: one at midsummer and the second at the completion of the Summer Program.

Offers of employment are based on an overall review of the evaluations of each summer associate's work performance and professionalism. Offers are extended to the summer associates after the conclusion of the Summer Program.

Our Summer Program is our primary source of hiring for new associate positions, and we work hard to ensure its success. We make offers of employment to those summer associates whose work performance and personal characteristics demonstrate their ability to meet our high standards.



Don't make your summer employment plans
without talking to us!

If you are interested in obtaining further information about
Vedder Price's Summer Program, please contact:

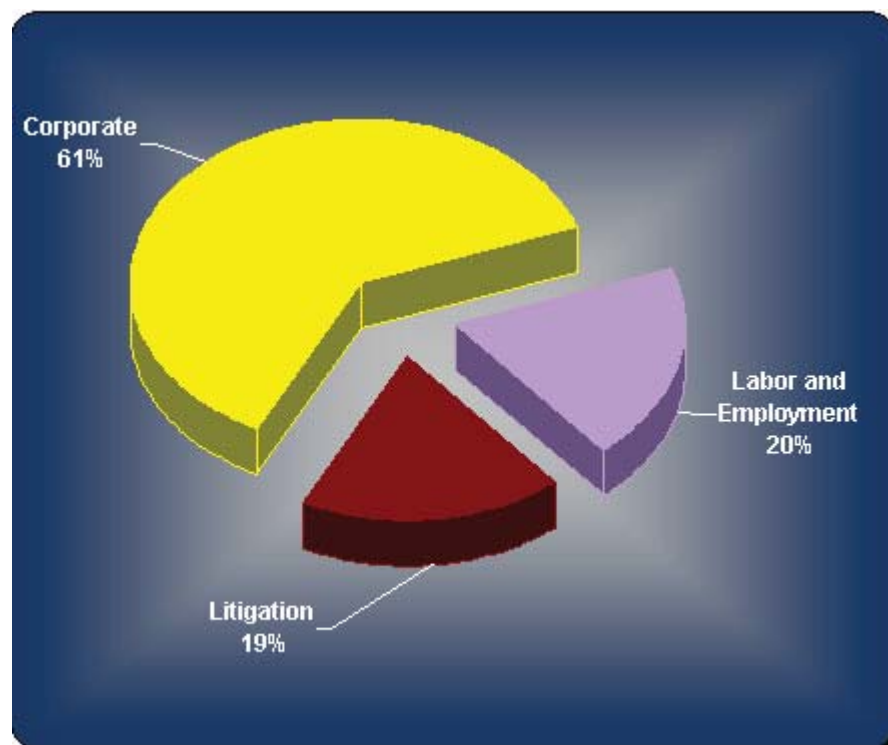
Bo Y Kim
Manager of Associate Recruitment
bkim@vedderprice.com or 312-609-7500

We invite you to visit our website at
www.vedderprice.com.

Our Practice

Vedder Price's practice covers a broad range of substantive legal areas. Our clients range from Fortune 500 companies to small businesses and individuals. As a result of the diversity of our client base, the Firm's continued growth and success does not depend on any particular client or industry, or on any single practice area within the Firm. This broad-based practice ensures that we remain a prominent, stable and financially secure firm well into the future.

Our attorneys practice within three general areas of the law: corporate, labor/employment and litigation. Each practice area contains a number of subspecialties, which are described more fully on the following pages.



Core Areas of Practice

Corporate

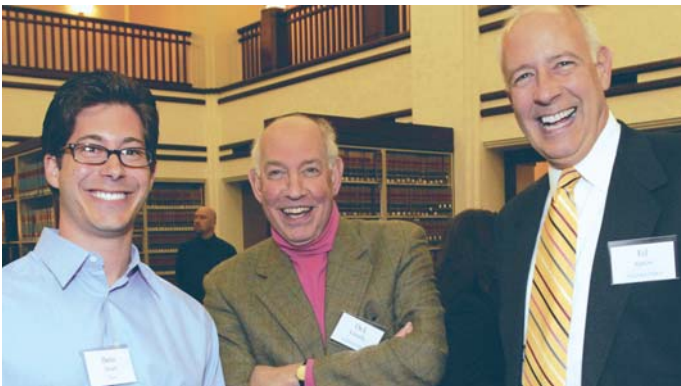
The corporate practice at Vedder Price encompasses a wide range of disciplines within the context of business and financial matters. Representing 61 percent of the Firm's practice, our corporate attorneys handle matters for large and small public and privately held corporations and enterprises and for professional trade associations and other not-for-profit organizations, as well as for individuals.

We have experienced significant growth in our financial institutions practice, performing work on behalf of some of the world's largest banks and thrift institutions in connection with mergers and acquisitions, capital raising and regulatory matters. Our corporate finance group has also grown significantly. Vedder Price attorneys are nationally known for work in the areas of banking, equipment finance, executive compensation, commercial lending, investment services, M & A securities offerings, and bankruptcy and reorganizations.

The Firm offers clients a complete range of intellectual property services, including patent applications and prosecutions and copyright and trademark registrations and filings. In addition, the Firm has served as principal counsel for book vendors and users of information technology products and services.

Our corporate area attorneys are also active in tax planning, tax audits, joint ventures, mutual fund representation, real estate and zoning, environmental, business immigration, and estate and financial planning matters.

Vedder Price attorneys also have substantial experience in representing national medical societies, medical certifying and licensing boards, managed care organizations, hospitals, individual physicians and practice groups, and a variety of other nonprofit organizations and foundations.



Labor & Employment

Vedder Price has long been recognized as having one of the premier labor law practices in the country. We represent and counsel management in all facets of labor and personnel matters. Our attorneys are active in the broad spectrum of labor practice, including the representation of both public- and private-sector clients in collective bargaining, arbitrations, employment discrimination litigation, equal employment opportunity counseling, occupational safety and health matters, NLRB proceedings, wrongful discharge matters, and ERISA and employee benefits matters.

Our public-sector representation includes the general representation of school districts, municipalities, townships, counties and other public bodies with respect to all aspects of the law, including labor and employment matters and financing matters, as well as serving as qualified municipal bond counsel.



We also provide significant representation in the area of ERISA and employee benefits. Vedder Price has one of the nation's largest employee benefits practices, with ongoing responsibility for the design, administration and legal compliance of pension, profit sharing and welfare benefits plans with aggregate assets of several billion dollars. Our employee benefits lawyers also have been involved in major litigation on behalf of benefits plans and their sponsors. Our clients include very large national corporations, smaller professional and business

corporations, multiemployer trust funds, investment managers and other plan fiduciaries.

Our Labor & Employment Practice Area includes:

- ◆ Business Immigration
- ◆ Discrimination Law
- ◆ Employee Benefits
- ◆ Employment Class Action Defense
- ◆ Employment Litigation
- ◆ Labor Relations

Litigation

The litigation practice area is involved in a variety of general and commercial litigation, encompassing most substantive areas of the law. This area overlaps the other practice

areas, in that many of our corporate and labor attorneys are seasoned litigators within their particular areas of the law. As a result, almost half of the Firm's attorneys are involved in various litigation specializations,

including litigation in the areas of antitrust and unfair competition, insurance coverage and defense, banking and lender liability, restrictive covenants and trade secrets, intellectual property, securities and shareholder control issues, broker-dealer matters, business torts, construction, environmental, products liability and toxic tort, health care, Medicare-Medicaid, bankruptcy, school/education law, grand jury and white-collar crime, federal, state and local tax, professional liability defense, real estate, civil rights, and national medical associations and hospitals.

While the largest portion of the practice area's work is in preparing and trying cases, a substantial portion of its activities involves dispute avoidance and resolution without litigation. The Firm's litigators also have extensive experience with alternative dispute resolution methods, such as arbitration and mediation.

Litigation Subpractice Groups include:

- ◆ Antitrust and Trade Regulation
- ◆ Bankruptcy Litigation
- ◆ Broker-Dealer Litigation
- ◆ Construction Law/Construction Litigation
- ◆ Dealer Termination/Franchise Litigation
- ◆ Financial Institutions Litigation
- ◆ Gaming Law
- ◆ Intellectual Property Litigation
- ◆ Investment Services Litigation
- ◆ Manufacturers' Liability
- ◆ Real Estate Litigation
- ◆ Securities Litigation
- ◆ Tax Controversy
- ◆ Trade Secrets
- ◆ White-Collar Criminal Defense



Public Service

In addition to serving our clients, many of our attorneys participate in and otherwise support indigent legal assistance and other forms of community service. Vedder Price has a long history of support for pro bono services. One of the Firm's founders helped establish the Legal Assistance Foundation of Chicago, and his commitment to pro bono activities was instilled in the Firm and continues to this day. Additionally, the Firm strongly endorses bar association and other professional activities. A number of our attorneys have served on and chaired committees of the American, Illinois and Chicago Bar Associations. In 2001, Karen P. Layng, Chair of the Firm's Construction Law Practice Group, served as the first woman President of the Seventh Circuit Bar Association. In 2002, Jim Montana served as President of the Chicago Inn of Court. Other attorneys have authored treatises or undertaken various teaching, writing and speaking responsibilities and continue to do so. The Firm supports the public service activities of its attorneys and encourages its new associates to strive for similar involvement.



We invite you to learn more about Vedder Price. Please visit us at our website at www.vedderprice.com or contact Bo Y. Kim, Manager of Associate Recruitment, at bkim@vedderprice.com.

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