

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

UNITED STATES EQUAL EMPLOYMENT )
OPPORTUNITY COMMISSION, )
)
Plaintiff, )
) Case No. 05 cv 0208
v. )
) Judge James Zagel
SIDLEY AUSTIN BROWN & WOOD LLP, ) Magistrate Judge Ashman
)
Defendant. )

PLAINTIFF EEOC'S FIRST REQUEST FOR ADMISSIONS BY DEFENDANT
SIDLEY AUSTIN BROWN & WOOD

Pursuant to Rule 36 of the Federal Rules of Civil Procedure, the Equal Employment
Opportunity Commission ("EEOC") requests Defendant Sidley Austin Brown & Wood to admit
the following matters within 30 days of service of this Request. If you deny part of a requested
admission, you must specify so much of the requested admission that is true.

- 1. Admit that the members of the Executive Committee of Sidley & Austin in years
from 1990 through 2000 were selected by partners holding a majority of percentages.
2. Admit that in the years from 1995 through 2000 individuals working at Sidley &
Austin with the title partner who were not members of the Management or Executive
Committees did not vote on the selection of members of the Management or
Executive Committees.
3. Admit that in the years from 1995 through 2000 all new members of the Executive
Committee at Sidley & Austin were selected by the Executive Committee.
4. Admit that in the years from 1995 through 2000 all new members of the Management
Committee at Sidley & Austin were selected by the Executive Committee.

5. Admit that in the years from 1990 through 1995 individuals working at Sidley & Austin with the title partner who were not members of the Management or Executive Committees did not vote on the selection of members of the Management or Executive Committees.
6. Admit that in the years from 1990 through 1995 all new members of the Executive Committee at Sidley & Austin were selected by the Executive Committee.
7. Admit that in the years from 1990 through 1995 all new members of the Management Committee at Sidley & Austin were selected by the Executive Committee.
8. Admit that in the year from 1995 through 2000 individuals working at Sidley & Austin with the title partner who were not members of the Management or Executive Committee did not vote on whether to amend Sidley & Austin's Partnership Agreement.
9. Admit that in the years from 1995 through 2000 the Executive Committee approved amendments to Sidley & Austin's Partnership Agreement.
10. Admit that in the years from 1990 through 1995 individuals working at Sidley & Austin with the title partner who were not members of the Management or Executive Committee did not vote on whether to amend Sidley & Austin's Partnership Agreement.
11. Admit that in the years from 1990 through 1995 the Executive Committee approved amendments to Sidley & Austin's Partnership Agreement.
12. Admit that in the years from 1995 through 2000, Sidley & Austin's Executive Committee admitted additional persons as Partners without approval from partners not on Executive Committee.

13. Admit that in the years from 1995 through 2000, no partner who was not a member Sidley & Austin's Executive Committee voted on the admission of any other person as partner in Sidley & Austin.
14. Admit that in the years from 1990 through 1995, Sidley & Austin's Executive Committee admitted additional persons as Partners without approval from partners not on Executive Committee.
15. Admit that in the years from 1990 through 1995, no partner who was not a member Sidley & Austin's Executive Committee voted on the admission of any other person as partner in Sidley & Austin.
16. Admit that in the years from 1990 through 2000, no issue was presented for a vote to all Sidley & Austin partners.
17. Admit that the decision to offer a change in status to Sidley & Austin partners who were changed to counsel or senior counsel in the fall of 1999 was made by Sidley & Austin's Executive Committee not by those to whom such a change was offered.
18. Admit that attached as Exhibit A is a true and accurate copy of a letter dated April 5, 2000 authored by Thomas Cole and Charles Douglas and addressed "To Our Clients, Alumni, Colleagues and Friends."
19. Admit that on page 8 of Exhibit A, Mssrs. Cole and Douglas refer to a "series of measures" adopted in October 1999.
20. Admit that on page 8 of Exhibit A, Mssrs. Cole and Douglas state that the series of measures included a "change in our retirement policy (formerly age 65 and now a range of 60 to 65) and the related change in status of approximately 20 partners to senior counsel."

21. Admit that the statement made by Mssrs. Cole and Douglas on page 8 of Exhibit A and quoted in Paragraph 20 herein is true.
22. Admit that on page 8 of Exhibit A, Mssrs. Cole and Douglas in referring to the series of measures, state "the underlying theme of all of these changes was the creation of opportunities for our younger lawyers."
23. Admit that the statement made by Mssrs. Cole and Douglas on page 8 of Exhibit A and quoted in paragraph 22 herein is true.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Deborah L. Hamilton". The signature is fluid and cursive, with a long horizontal stroke at the end.

Deborah L. Hamilton, Trial Attorney  
Laurie S. Elkin, Trial Attorney  
Equal Employment Opportunity Commission  
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**CERTIFICATE OF SERVICE**

Deborah L. Hamilton, an attorney, hereby certifies that she caused a copy of the foregoing to be faxed and mailed, postage pre-paid, on ~~September 30, 2005~~ to counsel of record at the following address: *October 3, 2005*

To: Gary M. Elden  
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April 5, 2000

To Our Clients, Alumni, Colleagues and Friends:

By any measure, 1999 was a remarkable year. The accelerated pace of the development of the New Economy, the globalization of our clients and the changes in the legal profession itself make these truly exciting times. More importantly, these same factors have created enormous opportunities for client service and professional satisfaction and led to a record year with Firm revenues approaching \$450 million.

We wanted to share with you news of the year past and perspectives on the year ahead.

**The Full Service Firm**

We continue to pursue a strategy of being a "full-service firm" which also has the capacity to handle the most critical bet-the-company litigation and the most complex strategic and capital market transactions. The breadth and depth of our experience and our commitment to highly responsive client service led to our ranking as fourth in "Who Represents Corporate America" (*National Law Journal*, November 15, 1999).

We believe that the range of services we are able to provide makes us more valuable to our clients and makes the practice of law a more diverse and enjoyable experience for our lawyers. Further, it is the range of available know-how within the Firm which makes our big case and big deal lawyers even more effective.

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### The New Economy

Moreover, our capacity to provide a full range of services enables us to serve clients — well-established companies and start-ups alike — in addressing issues of the New Economy. Technology and e-commerce companies certainly need advice on Cyberlaw. That we can provide. But these clients also need to draw upon traditional corporate and securities lawyers (for private equity and venture capital, tracking stocks, IPOs, strategic alliances and M&A), litigators (intellectual property, employment and antitrust) and regulatory lawyers (financial institutions and other). Indeed, our immigration and executive compensation experts have obvious contributions to make in this area, as will our trusts and estates lawyers.

Our lawyers are helping raise initial capital for startups as a growing number of entrepreneurs and small companies have turned to Sidley & Austin. We handled intellectual property matters and bank regulatory matters for NextCard, and satellite and launch agreements for Teledesic, and we represented RadioWave.com, BroadcastSpots.com, DigitalCars.com and Edmunds.com in private equity financings.

On the investor side, we represented idealabs! Capital Partners in its investment in HandShake.com; Tribune Company in its investments in VarsityBooks.Com, iExplore.Com, Legacy.com and Food.Com; New World Ventures in its investments in iLink Global, Eppraisals.com and GreenTravel.com; KB Partners in its investment in Dynamic Trade; and Svoboda, Collins in its investment in Orbit Commerce. The London office has a special focus on the e-commerce and internet markets and has acted for financial institutions and Internet businesses from plcs to embryo operations. During 1999 our London corporate group advised J.H. Whitney & Co. in its \$20 million private equity investment in leading pan-European internet incubator, Antfactory Holdings, and advised gameplay.com plc on its £13 million investment by British Sky Broadcasting Limited.

We advised in the successful IPOs of Quotesmith.com, operator of the largest insurance price comparison service on the Web; OneSource Information Services, Inc., a Web-based business and financial information provider; and Inforte, an e-business solutions consultant. In e-commerce M&A transactions, Sidley & Austin represented First Data Corporation in its investment in iMall, Inc. and the subsequent \$460 million merger between iMall and Excite@Home. We represented Eagle Point Software Corporation in its acquisition of Surveyors Module International, and Tellabs in its \$35 million acquisition of DSP Software Engineering and its \$300 million acquisition of Salix Technologies.

Our e-commerce litigators won dismissal of a class action suit against Microsoft Corporation and Microsoft Network, LLC, involving the enforceability of the on-screen membership agreement that appears during MSN service sign-up. We also

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successfully defended Microsoft against allegations that FoxPro, a database software development tool, contained computer code that was Y2K non-compliant. In addition, we are handling important software cases for such companies as AT&T and RealNetworks.

### Globalization

To some in our profession, the excitement of the New Economy has eclipsed globalization as an imperative. We disagree. The ultimate outcome of the New Economy is even greater globalization of business, and we intend to be where our clients need us — the key commercial and financial centers of Europe and Asia — to provide top quality U.S. and U.K. legal advice.

We ended 1999 with our substantial office in London (the fourth largest U.S. law office in London, with 59 lawyers, mostly U.K. solicitors) and four offices in Asia — Singapore, Tokyo, Hong Kong and (yes, we finally got licensed in 1999) Shanghai.

The London office advised Morgan Stanley International in its \$583 million commercial mortgage-backed securitization, one of the first of its kind in Europe. The deal was unique and highlighted our ability to offer legal and transaction expertise in the U.S. and Europe. Our London lawyers also advised Morgan Stanley International in its £183 million securitization of two portfolios of public houses owned by Ushers of Trowbridge and Alehouse Limited. Our London lawyers' biggest deal of the year involved acting for Cabot Square Capital (part of Credit Suisse First Boston) and Dresdner Bank in the acquisition of a majority stake in the Avebury Group with equity and debt capital injections and the acquisition of debt interests and receivables from a portfolio of more than 700 U.K. public houses.

Our Singapore lawyers represented Credit Suisse First Boston in the restructuring of the Malaysian Company, Aokam Perdana Berhad ("APB"), which had filed for insolvency protection in 1998. The holders of APB's eurobonds became the owners of 83% of APB's equity, making the restructuring the first-ever bondholder takeover in Asia of a distressed company. This deal was designated as the Restructuring Deal of the Year by the International Financial Law Review published in March 1999.

Our lawyers in Hong Kong advised FedEx on the establishment of a joint venture in Beijing which will provide express delivery services. This is FedEx's first investment in China and will become the main vehicle through which China is integrated into the worldwide FedEx network. Our lawyers in Asia also advised Hong Kong To To Le Food (Group) Co., Ltd., a Bermuda company, in the \$60 million sale of 80% of To To Le's equity interest in two Chinese joint ventures to Nestlé. Sidley & Austin advised



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Asian Environmental Development Limited ("AEDL") in a \$50 million private equity placement to Keppel Fel. AEDL is a startup engaged in developing and constructing solid waste incinerator plants in China on a BOO/BOT basis. We advised a Japanese consortium led by The Fujitsu Ltd. in its acquisition of the NetLock business in California from Sterling Software, and the subsequent sale of a 10% stake for \$15 million to Hikari Tsushin, a leading Japan-based internet investment fund.

### **Big Cases**

Turning to litigation matters, Sidley & Austin recently achieved a significant victory on behalf of the State of Missouri in the United States Supreme Court. In a 6-3 decision, the Court held, in *Nixon v. Shrink Missouri Government PAC*, that Missouri's limits on individual contributions to political candidates prevented corruption and did not violate free-speech rights under the First Amendment.

We are awaiting decisions in six additional Supreme Court cases:

- *Brzonkala v. Morrison*, involving the constitutionality of the Violence Against Women Act
- *Vermont Agency of Natural Resources v. Stevens*, involving whether the Constitution gives private individuals standing to sue for fraud against the government under the False Claims Act
- *Pegram v. Herdrich*, involving whether an HMO may provide physicians with financial incentives to provide medical care in a cost-effective manner
- *Carmell v. Texas*, involving whether the retroactive application of the rules of evidence in a criminal case violates the Ex Post Facto Clause of the Constitution
- *Norfolk Southern Railway Company v. Shanklin*, involving the liability of railroads for allegedly inadequate grade crossings
- *Marathon Oil Company v. U.S.*, on whether the federal government, after accepting consideration from a government contractor, must pay restitution to the contractor when subsequent government action bars the government from performing its contractual obligations

The Firm has represented G. D. Searle & Co., a unit of Monsanto Company in *In re Brand Name Prescription Drugs Antitrust Litigation*. After 17 of the original 22 manufacturer defendants settled with the class, paying more than \$700

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million, Searle proceeded to trial in late 1998 in the face of a damage claim in excess of \$1 billion. After 10 weeks of trial, the district court directed a verdict in favor of Searle and the few other remaining defendants. The Firm successfully defended the subsequent appeals and continues to represent Searle in more than 150 different price-fixing and price discrimination cases brought by more than 5,000 opt-out plaintiffs.

Lawyers in all our major offices regularly work for four of the Big Five accounting firms and for other major professional services firms. We routinely defend them against professional liability, securities-related, and other claims, as well as working on an array of employment and transactional matters. For one of our accounting clients, in the first six months of 1999, we successfully resolved five significant lawsuits, winning summary judgment on all counts in the largest of these cases and resolving the others on favorable terms, based on successful management of the pretrial phases of litigation.

Sidley & Austin served as co-counsel on behalf of Glendale Federal Bank in the damages trial in which the U.S. Court of Federal Claims awarded Glendale nearly \$909 million, one of the largest judgments ever assessed against the federal government. Earlier, when the case had come before the U.S. Supreme Court, Glendale retained Sidley & Austin to assist in the briefing, and we won a 7-2 decision upholding our client's breach-of-contract claim.

We represented AT&T in a closely-watched case in the Ninth Circuit, concerning whether the City of Portland and the nation's 30,000 other local cable franchising authorities may impose "open access" requirements on cable systems. We are also representing AT&T in its appeal in the federal appeals court of the FCC's decision to allow Bell Atlantic to offer long-distance service in New York, on the ground that Bell Atlantic has failed to open its local network sufficiently to competitors.

In 1999, the Firm successfully defended Armour Pharmaceutical Company in a lengthy product liability jury trial in Louisiana, successfully represented Rollins Inc. in a contentious toxic tort case in Iowa, and began the defense of a major chemical company involved in a multi-party, complex case arising out of an explosion in Massachusetts in which a number of individuals were killed or burned.

Our client, IBP, inc., prevailed in a four-year antitrust battle with the U.S. Department of Agriculture. The USDA claimed that IBP had violated the Packers and Stockyards Act by entering into an innovative agreement with a group of feedyards in Kansas to buy fed cattle. The USDA's theory had the potential of invalidating billions of dollars in livestock procurement contracts. An administrative law judge found for IBP on all grounds, and when the case was appealed, the Eighth Circuit upheld IBP's agreement.

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On behalf of the American Bar Association, our lawyers persuaded the California Court of Appeals to affirm the dismissal of two cases involving the quality of education at an ABA-accredited law school. Sidley & Austin secured a major victory for Artisan Entertainment, Inc, which was sued for alleged breaches of the directors' fiduciary duties in the 1997 acquisition of Artisan by Bain Capital, Inc. We persuaded the Delaware Chancery Court to grant summary judgment before trial, and then successfully defended this decision before the Delaware Supreme Court.

### **Big Deals**

At the start of 1999, it seemed hard to believe that our merger and acquisition activity would surpass 1998's superb results. But last year our global M&A activity hit record levels. Securities Data Company credited the Firm with 87 M&A deals valued at an aggregate of more than \$27 billion, ranking us 12th (in a tie) in terms of number of deals. In fact, Sidley & Austin advised in several deals which were valued at more than \$1 billion each:

- Starwood Hotels & Resorts, \$3.9 billion conversion from a REIT to a corporation.
- Jacor Communications Inc.'s \$6.6 billion acquisition by Clear Channel Communications.
- Lucent Technologies Inc.'s \$1.48 billion acquisition of Kenan Systems Corporation.
- Commonwealth Edison's \$4.8 billion sale of 16 power plants.
- Starwood Financial Trust's \$1.6 billion acquisition of TriNet Corporate Realty Trust, Inc. (we represented Starwood Capital Group, LLC, the largest shareholder of Starwood Financial.)
- First Data Investor Services Group, Inc.'s \$1.1 billion acquisition by PNC Bank Corp.
- KPMG LLP's spin-off of its global management and information technology business (KPMG Consulting Inc.) and KPMG Consulting Inc.'s receipt of a \$1 billion investment by Cisco Systems.
- General American Life Insurance Co.'s \$1.2 billion acquisition by Metropolitan Life Insurance (we were counsel for the Missouri Department of Insurance, the administrative supervisor for General American).

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- Pittway Corporation's \$2.2 billion acquisition by Honeywell (we represented the Harris family, the controlling owners of Pittway).

Several securities issues in which Sidley & Austin advised merit a mention. We advised Zell/Chilmark Fund LP, the selling stockholder in Clear Channel Communications, Inc.'s \$1.09 billion common stock offering; Concord EFS, Inc. in a \$1.2 billion offering of common stock; Morgan Stanley Capital I Inc. in a debt offering of \$1.06 billion; Household Finance Corp. in its \$7.5 billion offering of medium-term notes; and Consec Inc. in its \$3.1 billion offering of medium-term notes.

1999 was another successful year for the Sidley & Austin securitization practice. The Firm represented a variety of issuers, underwriters, managers and credit enhancers in securitization transactions involving over \$78 billion of securities, including commercial paper (over \$32.5 billion), commercial mortgage-backed securities (over \$15.5 billion), collateralized bond obligations and collateralized loan obligations (over \$12 billion), synthetic securities and structured swaps (over \$11 billion) and an assortment of other asset-backed securities involving, among other assets, residential mortgages, equipment leases, automobile receivables, credit card receivables, small business loans, student loans and corporate bonds. Of particular note, the Firm represented: WestDeutsche Landesbank in the creation of a \$6 billion multi-seller commercial paper conduit; Dresdner Bank in the creation of a \$4 billion multi-seller commercial paper conduit; Rabobank in the creation of a \$3 billion U.S. arbitrage conduit investing in ABS and MBS; Lehman Brothers Inc. and Goldman, Sachs & Co. in the underwriting of a commercial mortgage securitization of over \$2 billion; Canadian Imperial Bank of Commerce in the underwriting of a CBO/CLO transaction of approximately \$2 billion; DG Bank in the creation of a \$2 billion multi-seller commercial paper conduit; Lehman Brothers Inc. and various affiliates in the issuance and underwriting of a commercial mortgage securitization of over \$1.5 billion; Lucent Technologies International Inc. in connection with the issuance of approximately \$1.3 billion of commercial paper backed by foreign trade receivables; Donaldson, Lufkin & Jenrette Securities Corporation and various affiliates in the issuance and underwriting of two separate commercial mortgage securitizations of over \$1 billion each; and Morgan Stanley Incorporated in a commercial mortgage securitization of approximately \$1 billion.

### **Firm Management**

In 1999, Chuck Douglas succeeded Eden Martin as chairman of the Management Committee. Chuck joined Tom Cole, who had succeeded Bob McLean as chairman of the Executive Committee in 1998. Tom and Chuck began their collaboration in the leadership of the Firm under a governance structure which allows each to continue to practice essentially full time while they address strategic/policy and operating issues, respectively.

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In other developments, Drew Scott succeeded John Edwards as Managing Partner/London and George Petrow began his transition to succeed Jim Archer as Managing Partner/New York. (Jim will pass the baton to George in April 2000.)

Finally, following the departure of Jim Lantonio (our former Administrative Director), Tim Bergen took on expanded responsibilities as Chairman-Administration.

### **Competitive Position; Opportunities**

In October, the Executive Committee adopted a series of measures designed to improve the Firm's competitive position. Press attention to these changes focused principally on the change in our retirement policy (formerly age 65 and now a range of 60 to 65) and the related change in status of approximately 20 partners to senior counsel. The press also noted that approximately 15 partners changed to counsel status.

Equally, if not more, important were other key changes — heightened emphasis on practice development, starting with giving even greater attention to existing clients and an expansion of the ways we can serve them; and improvements in associate training and evaluation. The underlying theme of all of these changes was the creation of opportunities for our younger lawyers.

While changes such as these can be unsettling, they can also be energizing. We are already experiencing the benefits of the changes and, to paraphrase Mark Twain, the reports of the death of our celebrated collegiality and culture were greatly exaggerated, to say the least. As noted in the most comprehensive review of our initiatives, *Of Counsel* (January 2000), "firms like Sidley that have a tradition of collegiality are open to sharper criticism for making relatively mild adjustments." That same article quoted an unnamed competitor as follows: "[Sidley] is a firm I have always felt I would recommend virtually over every other one in the country. . . . It's a magnificent operation."

### **Human Resources**

In mid-1999, we named a new class of 16 partners. They are listed below (with city and practice area indicated in parentheses):

Bradford A. Berenson	(D.C.; Litigation – Civil, Criminal and Constitutional)
Raymond A. Bonner	(D.C.; Litigation – Regulatory and Economic)
David B. Cohen	(Los Angeles; Corporate and Banking)
Steven A. Ellis	(Los Angeles; Litigation)
Steven J. Ellison	(Chicago; Litigation – Insurance, Product Liability and Malpractice)

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Julian A. Goodman	(London; Banking and International Finance)
Mark I. Greenberg	(Chicago; Banking and Financial Transactions)
Pran Jha	(Chicago; Corporate)
John J. Kuster	(New York; Litigation)
Kevin T. Lantry	(Los Angeles; Corporate Reorganization and Bankruptcy)
Christina A. Leahy	(Chicago; Corporate)
Andrew R. Marsh	(London; Banking and International Finance)
George L. Mullin	(Chicago; Banking and Financial Transactions)
Ellen S. Robbins	(Chicago; Litigation - General)
Richard E. Robbins	(Chicago; Corporate)
Mark M. Rogers	(New York; Corporate, Securities, Banking and International Business Transactions)

Also in 1999, we were joined by 5 lateral partners:

Robert Asher	(London; Corporate)
William Ellis	(Los Angeles; Real Estate)
Eric Ho	(Hong Kong)
James McDaniel	(Chicago; Derivatives, Financial Services and Litigation)
Michael McEnaney	(D.C.; Financial Institution Regulation)

The Minority Corporate Counsel Association presented its prestigious Thomas L. Sager Award to the Firm for having the best record of minority recruiting and retention among large Chicago law firms. The Firm was also profiled in the May 1999 *Chicago Lawyer* Diversity issue (see <http://www.sidley.com/whatsnew/releases99.html>).

We were named one of the Top 20 best law firms to work for in the United States in a survey of law firm associates conducted by VaultReports.com.

And, we had a terrific recruiting year.

### **Looking Ahead**

The recent round of adjustments to associate compensation quickly put to rest the notion that 2000 would be relatively "uneventful." We have adopted changes designed to keep us competitive in each of the markets where we join in the battle for talent. Our initiatives last Fall were obviously critical to enabling us to take these steps.

Other issues which we will be addressing in 2000 and the years ahead include possible further geographic expansion (Western Europe would seem to be the most likely next spot), possible significant expansion of our New York and London

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operations (with continued expansion in Chicago, D.C. and Los Angeles) and even more focus on technology and e-commerce.

All to what end? To the achievement of two important and interrelated goals: Serving our clients and providing opportunities for our colleagues which match — indeed, surpass — the opportunities we were presented with when we both started at the Firm about 25 years ago. Thanks for your interest and support.

Thomas A. Cole  
Chairman, Executive Committee

Charles W. Douglas  
Chairman, Management Committee