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- Kimberly J. Schaefer

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Amendment to NYSE Rule 452-What You Need to Know

Presented by Vorys and The Altman Group

November 3, 2009

Vorys is partnering with The Altman Group, a proxy solicitation, corporate governance consulting and bankruptcy balloting firm, to present a free webinar on the amendment to **NYSE Rule 452, which impacts all public companies who have shares owned in street name.**

The webinar will provide companies with the practical implications of the loss of the broker votes in their director elections and strategies for counteracting that loss.

Participating companies will be offered a free analysis by The Altman Group of the impact of this rule change on their company.

Presenters

Kimberly J. Schaefer is a partner in the Vorys Cincinnati office and a member of the corporate and finance group. Ms. Schaefer concentrates her practice on financial institutions, securities, franchising and general corporate matters. She regularly represents companies on public and private securities offerings, mergers and acquisitions, contract negotiations, and franchising issues.

Domenick de Robertis is a senior managing director for corporate proxy services at The Altman Group. Mr. de Robertis is a professional consultant on proxy solicitation, corporate governance, corporate actions, and specialized services to corporations. He specializes in complex agendas with a concentration in mergers & acquisitions, executive compensation, capital restructuring,



(Amendment to NYSE Rule 452-What You Need to Know Continued)

anti-takeover defense mechanisms, and shareholder sponsored proposals.

Peter Casey is a senior managing director for corporate proxy services at The Altman Group. Mr. Casey has been with The Altman Group since 2002 and has over fifteen years of proxy solicitation experience. He has extensive experience in equity compensation plan analysis, corporate governance consulting, proxy solicitation, and proxy contests. Mr. Casey is a core member of The Altman Group's proxy fight team, which has worked on more than 50 contested solicitations. His proxy fight experience includes consent solicitations, hostile tender offers, contested mergers, proxy fights for board representation that have involved cumulative voting and numerous "vote no" campaigns.

Registration

Registrants will be sent dial in and log in information a few days prior to the webinar. To register, please email ksallen@vorys.com.