

Katten

Katten Muchin Rosenman LLP

CORPORATE GOVERNANCE

Our Clients

Katten advises the boards and individual directors of public and private companies as well as nonprofit organizations. We frequently act as special counsel to audit, compensation, nominating and other committees.

Our Services

Katten's Corporate Governance practice unites attorneys from across the firm to help clients achieve the twin goals of principled corporate governance and strong business performance. Our attorneys work with boards, directors and committees to audit, review and design appropriate governance practices that proactively and effectively meet evolving rules and standards.

We offer a range of services tailored to meet our clients' needs, including director training and education, due diligence review of corporate governance policies in connection with business transactions, internal investigation of possible wrongdoing, and directors and officers (D&O) insurance and indemnification policy review. Audit committees and special committees seek our active representation in derivative litigation, acquisition and sale proposals, going-private transactions, and other related party transactions. We advise on fiduciary duties and executive compensation. Our own attorneys' board service affords us great insight into the director role and allows us to effectively act as independent advisors to other directors.

Our Corporate Governance attorneys are also experienced in guiding board committees through Securities and Exchange Commission (SEC),

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- *Chambers USA*
 - Corporate/M&A & Private Equity (Illinois) 2019, 2018
- *U.S. News – Best Lawyers®* “Best Law Firms”
 - Corporate Compliance Law (Chicago) 2019, 2018
 - Corporate Governance Law (Chicago) 2019, 2018
 - Corporate Law (Texas) 2019; (National, Chicago) 2019, 2018



Department of Justice (DOJ) and Federal Trade Commission (FTC) investigations involving allegations of fraud, accounting irregularities, insider trading and antitrust violations. Several of Katten's attorneys have served with the SEC or as federal prosecutors, enabling us to provide informed counsel on compliance with changing legal and regulatory requirements affecting directors and officers.

Recognizing the complexity of the challenges that directors face, Katten's Corporate Governance team assists boards in fulfilling their increased oversight responsibilities while managing their exposure to liability.

Our Experience

- Legal counsel to a special committee to the board of directors of Nuveen Investments, Inc. (NYSE: JNC)

in connection with the evaluation and negotiation of Nuveen's buyout offer from, and sale to, an investor group led by Madison Dearborn Partners, LLC. Nuveen, a leading provider of diversified investment services to institutional and high-net-worth investors, is the largest US manager of closed-end funds. The offer to acquire Nuveen was valued at \$6.3 billion, including existing debt of \$550 million, and was reported to be one of the largest buyouts of an asset manager.

- Representation of the special committee to the board of directors of Hammons Hotels in connection with the sale of Hammons Hotels to an investor group.
- Representation of the special committee of the board of an NYSE-listed company located in the Midwest in connection with a proposed merger with its publicly traded parent corporation.

- Representation of a special committee of the Chicago Board Options Exchange (CBOE) in connection with its plan to demutualize. The CBOE was founded in the early 1970s by the Chicago Board of Trade, whose members claimed to have an equity interest in the CBOE. The SEC ruled to the contrary, and the Delaware state court litigation was settled. With the claim and litigation settled, the CBOE went public.
- Representation of the independent directors of Peoples Energy Corporation, the gas utility for Chicago and the North Shore. Successfully represented the independent directors in connection with Peoples Energy Corporation's merger with WPS Resources Corporation to form a new independent company, Integrys Energy Group, Inc.