

Ms. Franklin is a corporate partner in the law firm of Boies, Schiller & Flexner LLP. Ms. Franklin's law practice focuses on corporate finance, mergers and acquisitions and general corporate matters for privately held and publicly traded companies. She routinely leads large multi-disciplinary teams in effecting complex business transactions.

Ms. Franklin has spent a great deal of time in the board room and has worked with boards to develop and implement best practices to comply with Sarbanes Oxley and other corporate governance related state and federal laws and listing rules including board composition, structure and processes and executive and director compensation. She advises boards on director responsibilities in connections with mergers, spin-offs and other extraordinary transactions. Ms. Franklin was recently engaged by the independent directors of a NYSE listed consumer appliances company to help develop a strategy regarding strategic alternatives, as well as determining the proper information to be reviewed and proper decision-making processes in connection with the terms of a stock-for-stock merger agreement (including reasonable deal protection measures); termination of the stock-for-stock merger agreement in light of a superior offer; litigation arising out of the termination of initial merger agreement; terms of cash merger agreement; response to subsequent cash tender offers to shareholders and resulting matching offers from former merger counterparty. She is also frequently engaged by Compensation Committees to help structure and negotiate executive office employment agreements, executive compensation strategies and CEO succession plans.

Ms. Franklin has a great deal of experience in crisis management and defense of regulatory investigations. She advises boards and senior management on internal and governmental investigations of alleged accounting and other corporate misconduct; shareholder initiatives and litigation matters and has worked with senior management in connection with strategic planning in the wake of regulatory investigations and managing and coordinating the efforts of regulatory and litigation counsel.

During her 25 years of practice, Ms. Franklin has obtained significant knowledge of the business operations and regulatory environment of various industries, including health care, energy, retail, manufacturing, cable television, equipment leasing and insurance. She is known as an advisor that focuses on practical solutions and having judgment that withstands the test of hindsight.

Ms. Franklin is a frequent author and speaker on the topics of corporate governance and executive compensation.

Ms. Franklin is active in the community, particularly in matters affecting disabled individuals and their families. She is a member of the Board of Directors of Wildwood Foundation, Inc., a non-profit organization, which provides investment, services and endowment funds to Wildwood Programs, Inc. Wildwood Programs, Inc. provides advocacy and support services to individuals with learning disabilities/neurological impairments and their families.

Ms. Franklin graduated magna cum laude from Siena College, Loudonville, New York in 1980, where she received her Bachelor of Science degree in business administration. In 1983, Ms. Franklin graduated first in her class and magna cum laude, from Albany Law School of Union University. She later went on to earn an LL.M in Taxation from New York University School of Law in 1990. She is a member of the New York State Bar Association, Business Law Section; American Bar Association Business Law Section; the National Association of Corporate Directors and the Society of Corporate Secretaries and Governance Professionals.

In March, 2007 Ms. Franklin was selected as a member of the inaugural class of the DirectWomen Institute, an initiative of the American Bar Association, the ABA Section of Business Law and Catalyst, Inc. designed to identify, develop and support a select group of accomplished women attorneys to positions on boards of U.S. companies.