

DAN A. BAILEY

Bailey Cavalieri LLC
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I. EDUCATION

- Bowling Green State University,
Bachelor of Science in Business Administration
cum laude 1975
- The Ohio State University College of Law,
Juris Doctorate with honors 1978

II. LEGAL EMPLOYMENT

- May, 1978 - December, 1986
Associate with Arter & Hadden, Columbus, Ohio
- January, 1987 - July, 2003
Partner with Arter & Hadden, Columbus, Ohio
- July, 2003 - Present
Member with Bailey Cavalieri LLC, Columbus, Ohio

III. PROFESSIONAL ASSOCIATIONS

- Columbus Bar Association
Member of Securities and Taxation Committees
- Ohio State Bar Association
- American Bar Association
Member of Section of Corporation, Banking and
Business Law

IV. HONORARIES

- Phi Kappa Phi
- Beta Gamma Sigma
- Omicron Delta Kappa
- Who's Who in America
- Who's Who in America Law
- Who's Who in Emerging Leaders

- Who's Who in the Midwest
- Who's Who Among Rising Young Americans
- Who's Who in the World
- American Biographical Institute, Inc.
- Sterling Who's Who
- Stathmore's Who's Who
- International Who's Who of Professionals
- The Best Lawyers in America 2004, 2005
- Ohio Super Lawyer 2004, 2005
- International Who's Who of Insurance and Reinsurance Lawyers

V. PUBLICATIONS

A. Books:

Liability of Corporate Officers and Directors (Fourth Edition, 1986, Fifth Edition, 1993, Sixth Edition, 1998 and Seventh Edition, 2002), and annual supplements. Co-authored with William E. Knepper.

Handbook for Corporate Directors (McGraw-Hill 1985)--authored Chapter 48: "Civil Penalties and Negligence".

B. Booklets:

Executive Liability Insurance Guide
(International Risk Management Institute, Inc.) (contributing author)

ERISA Fiduciary Liability Loss Prevention
(Chubb Group of Insurance Companies)

Directors & Officers Liability Loss Prevention for
Non-Profit Organizations
(Chubb Group of Insurance Companies)

Directors & Officers Liability Loss Prevention
(Chubb Group of Insurance Companies)

Directors & Officers Securities Litigation Loss Prevention
(Chubb Group of Insurance Companies)

Directors & Officers Liability Loss Prevention for
Financial Institutions

(Chubb Group of Insurance Companies)

An Analysis of Directors and Officers Liability
Exposure for Nonprofit Organizations
(National Union Fire Insurance Co. of Pittsburgh, Pa.)

An Analysis of Directors and Officers Liability
Exposure for Mid-Sized Corporations
(National Union Fire Insurance Co. of Pittsburgh, Pa.)

The Year 2000 Crisis as a Management Liability Issue
A Practical Guide for Directors and Officers
(National Union Fire Insurance Co. of Pittsburgh, Pa.) (Co-author)

C. Newsletter:

Quarterly newsletter concerning directors and officers liability and insurance developments, published by ACE Insurance Company, Ltd., Bermuda.

Member of the advisory board *Investor Relations Compliance Report*, a monthly publication by Kennedy Information, a subsidiary of the Bureau of National Affairs (BNA).

D. Articles:

“Alternatives to Traditional D&O Insurance,” Lawyers/Pilots Bar Association Journal (Summer 1986).

“The Crisis in Insuring Directors,” The Corporate Board (July/August 1986).

“Regulatory Agency Claims,” The Corporate Board (March/April 1987).

“Is Delaware Still the Promised Land?,” Directors Monthly (November 1987).

“D&O Liability Insurance--Recent Cases,” The Corporate Analyst (November 1989).

“Allocation of Defense Costs and Settlements Under D&O Policies,” INSIGHTS, The Corporate & Securities Law Advisor (November 1991).

“D&O Liability Exposure of Nonprofit and Privately-Held Organizations,” The Risk Report (October 1992).

“Directors’ and Officers’ Liability for Water Pollution,” 1992 Directors’ and Officers’ Liability: A Satellite Program (Practising Law Institute).

“Directors’ and Officers’ Insurance Exclusions,” 1992 Directors’ and Officers’ Liability: A Satellite Program (Practising Law Institute).

“Director and Officer Duty of Care,” 1993 Directors’ and Officers’ Liability: A Satellite Program (Practising Law Institute).

“Director and Officer Exposure for Executive Compensation,” 1993 Directors’ and Officers’ Liability: A Satellite Program (Practising Law Institute).

“Disclosures in Acquisition Transactions,” 1993 Directors’ and Officers’ Liability: A Satellite Program (Practising Law Institute).

“Directors’ and Officers’ Insurance Coverage for SEC Claims,” 1993 Directors’ and Officers’ Liability: A Satellite Program (Practising Law Institute).

“Liability Exposures of Insurance Company Directors and Officers,” Alexander & Alexander Currency (Winter 1994).

“Financial Protection Against Civil Money Penalties,” Bank Director’s 1994 White Paper on D&O Insurance (co-authored with Gary DuBois).

“New D&O Insurance Policy Provisions,” Directors’ and Officers’ Liability Insurance 1994 (Practising Law Institute) (co-authored with Mark G. Wade).

“The Impact of Bankruptcy Issues on D&O Insurance and Indemnification,” Directors’ and Officers’ Liability Insurance 1994 (Practising Law Institute) (co-authored with R. Stacy Lane).

“Directors’ and Officers’ Insurance Coverage for SEC Claims,” The Corporate Analyst (Business Laws, Inc.) (August 1994).

“Cross Border D&O,” Insurance Specialist, Volume 1, Issue 10.

“Alternative Business Entities: What are the D&O Insurance Issues?” The Brief (American Bar Association) (Winter 1998 Vol. 27, No. 2).

“Directors’ and Officers’ Insurance Exclusions,” Corporate Counsel’s Guide to Director & Officer Liability Insurance (Business Laws, Inc.) (May 1998).

“Structuring D&O Insurance Programs: To Layer or Not to Layer,” Corporate Risk Spectrum (Andrews Publications) (April 1999).

“D&O Insurance: New Policy Provisions,” The Specialist, Excess/Surplus/Specialty Lines Section Quarterly, Society of CPCU (Vol. 13 No. 2, June 1999 and Vol. 13 No. 3, September 1999).

“Directors and Officers Liability Exposures,” Professional Liability Insurance, International Risk Management Institute, Inc. (Spring 2000).

“Now It’s Personal: The Real Impact of Sarbanes-Oxley on Directors and Officers,” Wall Street Lawyer, Glasser LegalWorks (Volume 6 No. 4, September 2002).

“The Effective of the Sarbanes-Oxley Act on Directors and Officers,” The Sarbanes-Oxley Act of 2002 with Analysis, LexisNexis (October 2002).

“Creating the Ultimate Board in the Sarbanes-Oxley/Post-Enron Era,” Securities Regulatory Update, Washington Service Bureau (Volume 5, Issue 21, November 12, 2002).

“Navigating the Minefield of the SEC’s Ethics Reform Measures,” Wall Street Lawyer, Glasser LegalWorks (Volume 6/Number 6, November 2002).

“D&O Insurance Application Severability,” Risk Transfer, Ark Group Ltd., London (Volume 2, Issue 1, 2003).

“D&O Liability in the Post-Enron Era,” International Journal of Disclosure and Governance, Henry Stewart Publications (Volume Two/Number Two, June 2005).

E. Periodicals:

Quoted in numerous articles relating to director and officer liability or insurance which have appeared in Business Insurance, Industry Week, Business Week, Forbes, Insight, Institutional Investor, National Law Journal and The Wall Street Journal.

VI. SPEECHES

Since 1980, have presented scores of speeches in the U.S., Canada, Bermuda and London concerning director and officer liability and insurance. Presented approximately 20 speeches in 1988, 23 in 1989, 15 in 1990, 26 in 1991, 29 in 1992, 22 in 1993, 24 in 1994, 12 in 1995, 15 in 1996, 17 in 1997, 13 in 1998, 7 in 1999, 14 in 2000, 11 in 2001, 27 in 2002, 27 in 2003 and 27 in 2004. Some of the sponsoring organizations for these seminars include The National Society of CPCU’s, Risk and Insurance Management Society, Inc. (RIMS), Professional Liability Underwriters Society (PLUS), American Bar Association, Practising Law Institute (PLI), American Conference Institute (ACI), Tillinghast/Towers Perrin, Marsh, Inc., Aon, McGriff Seibels & Williams, Chubb Group of Insurance Companies, National Union Fire Insurance Company of Pittsburgh, Pa., Liberty Insurance Co., Associated Electric & Gas Insurance Services, Ltd. (AEGIS), ACE Insurance, Edison Electric Institute, American Bankers Association and Manufacturers’ Alliance for Productivity and Innovation (MAPI).