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#### PRACTICE AREAS

##### **Civil Litigation**

Capital Markets  
Litigation

Securities and  
Shareholder Suits

##### **Corporate and Business Transactions**

Derivatives

Investment Management

Compliance Manuals and  
Training

Investment Advisers Act  
Advice

Securities Transactions

##### **Regulation and Compliance**

Corporate Governance

Evaluation of Regulatory  
Risk

Operational Advice

Securities Regulation  
Advice and Training

Trading/Ethical Policies  
and Compliance

##### **Securities Enforcement, Internal and Government Investigations and Criminal Defense**

Corruption, Bribery and  
Money Laundering

Financial and Accounting  
Fraud

## Michael D. Mann

Michael D. Mann established RK&O's Washington, D.C. office in 1996. Mr. Mann's legal practice focuses on international securities regulation and enforcement and the cross-border conduct of business. He provides strategic advice and counseling to clients engaged in business subject to regulation in the United States and throughout the world. He regularly represents public companies, and their audit committees, officers, and directors in connection with their compliance with U.S. regulatory requirements including the Dodd-Frank and Sarbanes-Oxley Acts. Examples of Mr. Mann's recent representations include:

- Representation of Audit and Governance Committees of Boards of Directors of US and foreign private issuers in connection with allegations of violations of the US securities laws;
- Representation of senior officers of U.S. and foreign issuers and hedge funds in connection with SEC investigations and regulatory inquiries in matters involving securities trading, accounting and disclosure, the operation and establishment of internal controls under the Sarbanes-Oxley Act and the application of the Foreign Corrupt Practices Act; and
- On-going advice to hedge funds and financial institutions in connection with the development of comprehensive compliance programs to address regulatory obligations imposed by U.S. and foreign securities laws and regulations.

Mr. Mann was nationally ranked in 2009, 2010, and 2011 as a "Leading Individual" in the area of Securities Regulation in *Chambers USA: America's Leading Lawyers for Business*. The guide described him as one of the "wisest and most versatile tacticians" in complex securities regulatory and enforcement matters, and also as having "an excellent reputation for cross-border expertise in SEC enforcement matters." Those interviewed by Chambers noted that he is "valued for his unique perspective and for being assertive in an effective way for his clients." Mr. Mann was also recognized in the area of Securities Law this year by *The Best Lawyers in America*®, which stated that he "is the kind of outside counsel most in-house lawyers seek: he is knowledgeable, responsive and provides his advice in a very calm and effective manner on a wide range of issues."

Prior to entering private practice, Mr. Mann served for seven years as the first Director of the Office of International Affairs at the U.S. Securities and Exchange Commission. Mr. Mann established the key formal and informal relationships between the SEC and its foreign regulatory counterparts in the world's most important developed and emerging markets. In particular, Mr. Mann negotiated formal understandings to facilitate cooperation on enforcement, regulation of cross-border trading activity, and the development of securities markets. These understandings continue to be the centerpiece of the SEC's international efforts.

Mr. Mann also led the SEC's development of new regulatory approaches to facilitate access to the U.S. securities markets through cross-border securities offerings. Moreover, Mr. Mann directed the SEC's multilateral efforts to improve

Securities Trading and  
Market Manipulation

#### EDUCATION

Antioch School of Law,  
J.D., 1981  
Hampshire College, B.A.,  
1975

#### MICHAEL D. MANN (Cont.)

and harmonize regulation world-wide and to remove unnecessary barriers to trade.

Prior to becoming Director of the Office of International Affairs, Mr. Mann served as Associate Director in the SEC's Division of Enforcement. While in the Division of Enforcement, Mr. Mann carried out investigations and litigation, with a particular emphasis on international matters. He acted as counsel for the Commission in *SEC v. Levine*, *SEC v. Certain Unknown Purchasers* (the "Santa Fe" case), and *SEC v. Winans* (the "Wall Street Journal" case), among others.

In 1993, Mr. Mann was awarded the rank of Distinguished Executive in the Senior Executive Service by President Clinton. In the fall of 1990, he was presented the Chairman's Award for Excellence. In the fall of 1984, Mr. Mann received The Manual F. Cohen Outstanding SEC Younger Lawyer Award from The Federal Bar Association, Securities Law Committee.

Mr. Mann is a Member of the Council on Foreign Relations and the Board of Advisors to the Securities and Exchange Commission Historical Society. From 1994 to 2002, he was a member of the Hampshire College Board of Trustees. From 1999 to 2003, he served as the Chairman, and currently is a member of the Securities Market Advisory Board of the Toronto International Leadership Centre for Financial Sector Supervision. Mr. Mann was a member of the Board of Directors of the Federation of American Scientists from 1998 to 2002.

Mr. Mann is admitted to practice in New York and the District of Columbia.

#### HONORS & AWARDS

- *The Best Lawyers in America*®: recognized in the areas of Corporate Compliance Law, Securities Litigation and Securities Regulation, 2011-2012
- *Chambers USA: America's Leading Lawyers for Business*: nationally ranked as a "Leading Individual" and recommended in the area of Nationwide Securities Regulation: Enforcement, 2009-2011
- *The Legal 500 United States*: recognized in 2009-2011 and recommended in the areas of Compliance and Securities Law in 2010. Comments made by clients surveyed include:
  - "...widely recognized as the 'go-to' lawyer for clients in the international financial services sector."
  - "Praised for his unparalleled command of the global regulatory environment..."
- Top Lawyer in the area of Securities by *The Washingtonian*, 2007, 2009
- Super Lawyer in the areas of Securities Litigation, International Law and Business/Corporate Law by *Super Lawyers* magazine, 2006-2011
- Distinguished Executive in the Senior Executive Service, awarded by President Clinton, 1993
- Chairman's Award for Excellence, Fall 1990

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- Manual F. Cohen Outstanding SEC Younger Lawyer Award from The Federal Bar Association, Securities Law Committee, Fall 1984

## NEWS

*Acquisition International* names RK&O 2011 White-Collar Crime Law Firm of the Year

U.S. News-Best Lawyers awards RK&O "Law Firm of the Year" in White Collar-Government Investigations Law and recognizes firm's other practice areas

RK&O attorneys recognized as 2011 Super Lawyers

Lee Richards and Michael Mann recognized in the 2012 edition of *The Best Lawyers in America*

*Chambers USA* recognizes Richards Kibbe & Orbe LLP nationally and regionally in 2011 edition

RK&O practices, attorneys cited in *The Legal 500 United States*

Michael Mann interview on *Bulletproof Blog*: Strategies for Managing U.S. Foreign Corrupt Practices Act Investigations

RK&O's representation of ORIX USA on agreement to acquire a majority interest in Mariner Investment Group mentioned in *The Am Law Daily*

RK&O attorneys recognized as 2010 Super Lawyers

Lee Richards and Michael Mann recognized in the 2011 edition of *The Best Lawyers in America*

*Chambers USA* recognizes RK&O and highlights firm's expertise in Commercial and White-Collar Litigation and Securities Regulation

*The Legal 500* recognizes RK&O as "one of the top firms in the country" for white-collar and regulatory work

Michael Mann named one of Washington's Top Lawyers by *Washingtonian Magazine*

Michael Mann quoted in *Fund Strategy* magazine

RK&O attorneys recognized as 2009 Super Lawyers

Michael Mann quoted in *CFO.com* article

*Chambers USA* Recognizes Richards Kibbe & Orbe and Highlights Firm's Prowess in Financial and Corporate Litigation and White Collar Regulatory Matters

Recent Successes: RK&O Secures Dismissal of Directors of Foreign Company from U.S. Securities Lawsuit

The *Washingtonian* Recognizes Partner Michael D. Mann

Richards Kibbe and Orbe Attorneys Named Super Lawyers

## SEMINARS & SPEAKING ENGAGEMENTS

Michael Mann, Jeffrey Lehtman and William Barry co-host roundtable in Sao Paulo, Brazil on cross-border regulatory issues

RK&O partners participate in the panel discussion "Receiving Information, Managing Risk, and Preserving Liquidity: Strategies for the Current Regulatory Landscape" at the Financial Services General Counsel Luncheon in San Francisco

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RK&O partners present "Receiving Information, Managing Risk and Preserving Liquidity: Strategies for the Current Regulatory Landscape" at the Alternative Asset Management General Counsel Luncheon in New York City

Michael Mann speaks at the "Corporate Governance - A Master Class 2011" seminar hosted by the Practising Law Institute

Michael Mann speaks at The Future of Financial Advice: The Investment Industry in 2015 symposium

Michael Mann participates in Cardozo Law School Symposium titled "Canada's Path to Securities Regulation Reform"

Michael Mann speaks at the 24th Global Conference on Foreign Corrupt Practices Act

Michael Mann and Eva Marie Carney present "Compliance Strategies for Multinational Firms: Ten Steps for Meeting U.S. and International Regulators' 'Great Expectations'"

#### PUBLICATIONS

"Deconstructing *WaMu*: Managing Insider Trading Risks as an Ad Hoc Committee Member" by Eva Marie Carney, Michael Mann and Scott Budlong featured as *Law360* Expert Analysis piece

"Deconstructing *WaMu*: Managing Insider Trading Risks as an Ad Hoc Committee Member" by Eva Marie Carney, Michael Mann and Scott Budlong

"Registering Investment Advisers Take Note: Drafting Your Compliance Manual is Just the First Step Toward Satisfying the Compliance Rule" by Michael Mann, Eva Marie Carney and Kimberly Versace

"Material Non-Public Information in the Secondary Loan Market after Dodd-Frank" by Jon Kibbe and Michael Mann published in the *LSTA 2011 Loan Market Chronicle*

"Managing Litigation and Regulatory Risks in Loan Facility Restructurings" by Michael Mann and Craig Newman published in the *Bloomberg Law Report*

"Lender Restructuring Risks" by Michael Mann and Craig Newman published in *American Banker*

"United States-European Union Convergence on Insider Trading Standard" by Michael Mann and Eva Marie Carney

"Adviser Duties, Diligence, Documentation and Disclosure After Madoff and Bayou Funds: Lessons from *Hennessee Group LLC* and *Charles J. Gradante*" by Eva Marie Carney and Michael Mann

"Compliance Strategies for Investment Businesses and Global Corporations - International Anti-Corruption Regulation" by Michael Mann and William Barry

"Between markets, competition is all" by Michael Mann published by *Financial Times*

"Challenges For Operating Cross-Border Investment Businesses: Meeting Compliance Expectations on a Global Scale" by Michael Mann and William Barry

"Managing Bank Loan Confidential Information in the U.K." by Carl Winkworth, Michael Mann and Jon Kibbe

"Developments in the Internationalization of Securities Enforcement Part II" by Michael Mann and William Barry

*The International Lawyer*, Winter 2005; Volume 39; Number 4; ABA Section of International Law



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"Developments in the Internationalization of Securities Enforcement" by Michael Mann and William Barry

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#### PROFESSIONAL AFFILIATIONS

Member, Board of Advisors to the Securities and Exchange Commission Historical Society

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Member, Hampshire College Board of Trustees, 1994 to 2002

Member, Securities Market Advisory Board of the Toronto International Leadership Centre for Financial Sector Supervision; Past Chairman, 1999 to 2003

Past Member, Board of Directors of the Federation of American Scientists, 1998 to 2002