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#### PRACTICE AREAS

##### **Civil Litigation**

Business and  
Commercial Disputes

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

Lawyers and Ethics  
Compliance

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

Corruption, Bribery and  
Money Laundering

Financial and Accounting  
Fraud

Securities Trading and  
Market Manipulation

#### CLERKSHIPS

Honorable Earl B. Gillam,  
United States District  
Court, Southern District  
of California

#### EDUCATION

Yale Law School, J.D.,  
1990

Yale University, B.S.,  
Applied Mathematics,  
*cum laude*, 1985

## James Q. Walker

James Walker concentrates in internal investigations, white collar criminal defense, civil litigation, professional liability and legal ethics. Mr. Walker represents audit committees, audit committee directors, corporate officers and other professionals in criminal, SEC, and FINRA investigations of potential violations of the securities laws and Foreign Corrupt Practices Act. He represents law firms, lawyers, and other professionals in government and internal investigations of potential criminal, regulatory and/or professional misconduct, and in civil litigation and regulatory proceedings. He has extensive experience in the representation of Boards and senior executives in the negotiation of separation arrangements for senior executives.

#### Significant engagements include:

- Representing a law firm in the investigation and criminal prosecution of accounting firm professionals for engaging in a conspiracy to promote fraudulent tax shelters;
- Representing a law firm in several internal investigations of possible misconduct by several of the firm's attorneys relating to violations of criminal law and/or rules of professional conduct;
- Representing senior finance executives in a NYSE-listed foreign company in connection with a Department of Justice and SEC investigation of possible violations of the Foreign Corrupt Practices Act;
- Representing former members of the Audit Committee of a public company in connection with an internal investigation, and parallel criminal and SEC proceedings, involving accounting irregularities identified by the company's outside auditor;
- Representing the CEO of a public company in an internal investigation relating to the company's restatement of several years of financial statements caused by an understatement of federal income tax payments;
- Representing the founder, sole owner and CEO of a hedge fund in connection with an SEC investigation of unlawful short selling;
- Representing the portfolio manager of two mutual funds in parallel SEC and NYAG investigations of alleged front-running and inadequate fund disclosures relating to IPOs;
- Representing the audit committee of a NYSE-listed REIT in an internal investigation and related criminal and SEC investigations of embezzlement and other misconduct by the REIT's CEO;
- Representing a senior securities industry professional in criminal, SEC and state investigations of market timing;
- Representing a senior corporate officer of a Fortune 500 company in an ERISA lawsuit, securities litigation, and criminal investigation that resulted in the convictions of the company's CEO and CFO;
- Representing a software company in a copyright infringement lawsuit alleging copyright infringement against former U.S. and U.K. employees, and cross-claims alleging labor law violations; and

## JAMES Q. WALKER (Cont.)

- Advising law firms, lawyers, and legal departments of corporations on a range of professional responsibility issues, including loss prevention policies and procedures.

Mr. Walker has been active in city and state bar associations, including his service on the Association of the Bar of the City of New York Professional Discipline, Professional and Judicial Ethics, Professional Responsibility, and Securities Regulation Committees, and on the New York State Bar Association Committee on Professional Ethics, where he has been a member since 1996. In addition to drafting responses to ethics inquiries, he helped draft reports issued by the Association of the Bar on proposed rules under Sarbanes-Oxley to govern the conduct of attorneys who practice before the Securities and Exchange Commission, and chaired a joint subcommittee that drafted comments to the Rules of Professional Conduct that replaced The Lawyer's Code of Professional Responsibility in New York. Mr. Walker is a frequent lecturer on legal ethics, and has written articles on attorney-client privilege, professional ethics, internal investigations, and issues arising under the securities laws. Mr. Walker also serves as General Counsel to Richards Kibbe & Orbe LLP.

## HONORS &amp; AWARDS

Selected by *Super Lawyers* magazine as New York Super Lawyer in White Collar Criminal Defense, Professional Liability Defense, Corporate Governance and Compliance (2009-2011)

Named a fellow of the American Bar Foundation

## 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

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

James Walker participates in *Financier Worldwide* roundtable discussion "Addressing FCPA Issues In Emerging Market Deals"

James Walker quoted in *Law360* article "FDIC Sets Its Sights On Failed Banks' Law Firms"

RK&O attorneys recognized as 2010 Super Lawyers

James Walker quoted in the *CBS New York* article "NY Bar: Lawyers May Comb Social Media For Dirt"

James Walker contributes to *Financier Worldwide* article "Dealing With the Foreign Corrupt Practices Act"

MaryJeanette Dee and James Walker appear in *Super Lawyers - Corporate Counsel Edition*

James Walker quoted in the ABA/BNA "Lawyers' Manual of Professional Conduct"

Shari Brandt and James Walker give insight on regulatory challenges for public companies in *Financier Worldwide*

James Walker quoted in *Financier Worldwide*

RK&O attorneys recognized as 2009 Super Lawyers

JAMES Q. WALKER (Cont.)

An "insiders' tip" is how The Legal 500 refers to Richards Kibbe & Orbe LLP's White Collar Criminal Defense Practice

#### SEMINARS & SPEAKING ENGAGEMENTS

James Walker to participate in PLI "Ethics for Corporate Counsel: Multijurisdictional Practice and Other Current Issues" seminar

James Walker to participate in "Preserving Privileges: Ethical Issues Confronting Insurers, Policyholders, & Counsel" panel sponsored by the New York City Bar Association

James Walker participates in "Transforming Preparation Into Practice: The Martin Act" sponsored by the New York State Bar Association

James Walker participates in PLI "Ethical Traps for the M&A Practitioner" seminar

James Walker participates in PLI "Ethics for Corporate Lawyers 2011" seminar

James Walker participates in "How to Effectively Maneuver Through the Forest of Social Media," hosted by the Association of Black Women Attorneys

James Walker presents "Assessing, Investigating and Responding to Data Breaches" at the 4th Annual Corporate Counsel Institute

James Walker presents "Corporate Governance: Legal Implications of Working with Boards," a webinar sponsored by National Constitution Center

James Walker co-presented "High Tech/High Impact Ethics" at the National Employment Lawyers Association New York City Conference on Representing Employees

James Walker participates in the PLI "Hot Issues in Executive Compensation 2011" seminar

James Walker speaks at the PLI "Information Technology Law Institute 2011: Navigating the New Risks in Mobile Technology, Social Media, Electronic Records and Privacy" seminar

James Walker participates as Panelist at the New York City Bar Association "Professional Liability & Legal Ethics: Preventing, Defending & Obtaining Insurance For Claims Against Law Firms" program

James Walker speaks at the Women in eDiscovery "Ethics, E-Discovery & Social Networking" seminar

James Walker presents "Ethical Traps for the M&A Practitioner" at the PLI "Mergers and Acquisitions 2011: Trends and Developments" seminar

James Walker speaks at the PLI "Ethics for Corporate Counsel: Multijurisdictional Practice and Other Current Issues 2011" seminar

James Walker speaks at the PLI "Ethics for Corporate Lawyers 2010" seminar

James Walker participates as a Panelist in the "Ethics for Corporate Counsel 2010" seminar hosted by the New York State Bar Association

James Walker presents "What Board Members Need to Know About the Scope of Director Duties to Creditors of Financially Distressed Corporations - Making Sense of the Split in Authority Among U.S. Courts, and How it Affects You."

## JAMES Q. WALKER (Cont.)

James Walker presents "Legal Ethics in the Age of Information Mobility" at the PLI "Information Technology Law Institute 2010: Opportunities in Cloud Computing, Blogs, Brand Protection and Targeted Marketing" seminar

James Walker presents "Ethical Traps for the M&A Practitioner" at the PLI Mergers & Acquisitions 2010: Trends and Developments Seminar

James Walker participates as a Panelist at the Third Corporate Counsel Institute

James Walker participates as a Panelist at the Aon Large Law Firm Symposium

James Walker participates as a Panelist in the "Ethics in the Investigation and Prosecution of Civil Lawsuits" seminar

James Walker speaks at the PLI "Mergers & Acquisitions 2009: Trends and Developments" seminar

James Walker speaks at the PLI "Ethics for Corporate Lawyers 2008" seminar

James Walker participates as a Panelist at the New York State Bar Association "Ethics for Corporate Counsel: New Issues & Developments Relating to Employment, Corporate Policy, Whistle-Blower, and Privilege Issues" seminar

James Walker presents at the "Introductory Lessons on Ethics and Civility in Everyday Lawyering" seminar

James Walker and Daniel Zinman present "The Erosion of the Attorney-Client Privilege over Electronic Communications: A Discussion of Recent Developments in the Law and Practical Guidance for In-House Counsel to Consider in Preserving the Privilege"

James Walker participates in the "Ethics for Corporate Counsel" panel discussion hosted by NY State Bar Association

## PUBLICATIONS

"The Implications of the Dodd-Frank Whistleblower Provisions and Recent Decisions and Enforcement Initiatives for FCPA Compliance" by James Walker published in *The International Comparative Legal Guide to Business Crime 2012*

"Expanded Supervisory Liability for In-House Lawyers" by James Walker, Daniel Zinman and Grant Mogan published in the *New York Law Journal*

"In-House Lawyers Beware: SEC Expands Supervisory Liability" by James Walker, Daniel Zinman and Grant Mogan

"Failure to Follow U.S. Electronic Discovery Rules Carefully May Lead To Heavy Sanctions For Parties And Their Lawyers" by Shari Brandt and James Walker published in *Financier Worldwide*

"Ninth Circuit's Reversal of Evidence Exclusion in Broadcom Case Does Not Alter Lessons Learned Regarding *Upjohn* Warnings" by Shari Brandt and James Walker

"Issuing a Proper *Upjohn* Warning Will Not Cure Multiple Representation Conflicts" by James Walker and Shari Brandt

"Can an *Upjohn* Warning Avoid Representational Ambiguity?" by Shari Brandt and James Walker

"New Decision on the Application of Attorney-Client Privilege to Communications With In-House Counsel" by James Walker, Daniel Zinman and Hellen Park

JAMES Q. WALKER (Cont.)

"Recent S.D.N.Y. Opinion Further Restricts the Use of Selective Waivers" by James Walker, Daniel Zinman and Shari Brandt

"Employers Need To Revisit E-Mail Policies In Light Of Court Decision Rejecting Attorney-Client And Work Product Privileges" by James Walker and Daniel Zinman

#### PROFESSIONAL AFFILIATIONS

Member, New York State Bar Association Committee on Professional Ethics (since 1996)

Member, New York City Bar Committee on Professional Responsibility