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|  | Name: Ernest W. Torain, Jr. |
| **Company Name:** Illinois Tool Works Inc. |
| **Current or Most Recent Role:** Associate General Counsel |
| **Are You The Top Legal Officer –** No |
| **To whom do you report (Title):** General Counsel |
| **Education:**Dartmouth College, A.B.; University of Michigan Law School, J.D. | **Company Revenue and Market Cap:**$14.8 billion revenues; $42 billion market cap |
| **Law School Graduation Date:** 1991 | **Public?** Yes  |
| **GC Sponsors:** **(GCs or former GCs who recommends you as a Ready Now Fortune 1000 GC)**Maria Green - Former General Counsel, Illinois Tool Works and current General Counsel, Ingersoll Rand | **Primary Area(s) of Practice/Experience (explain):**M&A, Securities, Corporate Governance, Finance, Litigation Management (see Summary of Experience below) |
| **Any Geographical Preferences or Restrictions?**Preferences – Mid-Atlantic, Northeast, SoutheastRestrictions - None | **Law Firm Experience (firms, years practice areas):**Vedder Price: Shareholder; Katten Muchin Rosenman: Partner; Bell Boyd & Lloyd: Associate; Gardner Carton & Douglas: Associate |
| **Prior In-House Titles:** Associate General Counsel, Deputy General Counsel | **Industry Experience:**Diversified manufacturing |
| **Contact Information:** () ernesttorain@comcast.net(phone) 847-323-2959(address) 1140 Hinman AvenueEvanston, IL 60202 | **Size of the Largest Team Managed (explain):**15 (see Summary of Experience below) |
| **Explain level of Corporate Governance and Corporate Board Room Experience:** Counseling boards of directors on duty of loyalty and fiduciary duty; drafting organizational documents (e.g. articles of incorporation, bylaws), counseling business leaders on various governance matters, such as staggered board provisions and other antitakeover strategies | **In which of these critical areas do you have experience -- M&A, Securities, Corporate Governance, Finance, Litigation Management, Compliance, Regulatory and Enterprise Risk Assessment? Please explain.** M&A, Corporate Securities, Finance, Litigation Management, Contracts, Corporate Governance, Intellectual Property Management (see Summary of Experience below) |
| **Experience with Public Company Securities Issues:**Corporate finance transactions, including M&A and capital markets transactions (e.g. IPOs, secondary offerings, private placements); Periodic reporting under 1933 Act and 1934 Act (e.g. 10-Ks, 10-Qs, 8-Ks, Proxy Statements, Forms 3, 4 and 5) | **International Experience:**M&A in Europe, China, India and Australia; Litigation Management in Europe; Intellectual Property Management in Europe and China; Corporate counseling and project management in Europe and China; Management responsibility for two employees in Paris; dotted line responsibility for relationship with one employee in Shanghai |
| **Summary of Experience/Bio: (300 words or less)**Seasoned business lawyer with significant experience across a broad range of disciplines. Significant international experience managing law firms, counseling business executives and negotiating transactions. Results oriented leader with a proven ability to build relationships with and provide strategic support to senior management. Notable in-house experience includes: 1) M&A (led domestic and international deal teams), 2) Business Counseling and General Commercial Matters: Senior attorney handling or supervising various matters including commercial contracts, risk identification and mitigation, litigation and pre-litigation dispute resolution, distribution, pricing policies, divestitures and acquisitions and other strategic and transactional issues, 3) Management and Intellectual Property (led 15-member intellectual property team in management of sizeable global portfolio of patent, trademark and other IP assets), 4) Litigation (negotiate settlements of claims and supervise outside counsel in the prosecution of various matters, including product liability, material antitrust and commercial fraud cases), and 5) Process Improvement and Project Management (review and redesign of structure and processes within IP group; management of project to re-evaluate and consolidate roster of approximately 200 law firms with an aggregate annual spend of nearly $40 million). Notable private practice experience includes: 1) Corporate Finance (representing public and private companies in corporate finance transactions such as registered stock offerings and debt exchange offerings, tender offers and stock-for-stock exchange transactions), 2) Corporate Governance (counseling business leaders on securities law issues and primary drafting responsibility for 1934 Act reporting obligations for NYSE and NASDAQ listed companies), and 3) M&A (representing buyers and sellers in M&A transactions (including advising boards of directors in connection with their fiduciary duties relating to such transactions)).  |