

# THE POWER BROKERS

The GC 50: *InsideCounsel's* list of the most influential in-house counsel in North America.

BY JULIE MILLER

**DOUGLAS BAIN, 56**  
SVP, General Counsel  
The Boeing Co.

Ongoing labor challenges and the Harry Stoncipher affair haven't made it an easy year for Bain, but Boeing still came out on top—its stock finished on a five-year high in December 2005. Bain serves at the forefront of Boeing's labor negotiations with the International Association of Machinists and successfully negotiated the merger with McDonnell Douglas Corp.



**ANN O. BASKINS, 50**  
SVP, General Counsel, Secretary  
Hewlett-Packard Co.

A lot has changed since Baskins joined HP's legal department in 1982, including a controversial merger with Compaq Computer in 2002 and the bitter departure of CEO Carly Fiorina in 2005. Baskins successfully navigated the company through the Compaq merger and has led HP's aggressive patenting and licensing strategy.



**PAULA BOGGS, 46**  
EVP, General Counsel, Secretary  
Starbucks Corp.

A former Army airborne officer and staff attorney for the White House, Boggs joined the world's number one coffee company in September 2002 after leaving her post as Dell's general counsel. When Boggs isn't working on compliance issues, she's involved in several outreach efforts including a spot on John Hopkins University's Board of Trustees.



CREATING A LIST OF the 50 most influential general counsel wasn't an easy task—not for a lack of deserving candidates, but rather for an overabundance of them. We enlisted the help of consultants, former in-house counsel and other industry insiders who recommended a diverse group of general counsel (and a few deputies) who've made an impact on the profession as a whole.

What we ultimately came up with was a list of the general counsel who propel their companies' growth, impact the development of the law and move the in-house counsel community forward. We chose GCs who successfully navigated their clients through difficult times; influenced the in-house bar by developing best-practices; or have reputations as excellent managers and practitioners. These are the trendsetters, the innovators and early adopters.

While it's impossible to create a list that will be universally agreed upon as truly capturing "the best of the best," the achievements of these 50 GCs are all worthy of note, and their stories are valuable to any in-house counsel seeking to distinguish themselves within the profession.

**ALAN N. BRAVERMAN, 58**  
SEVP, General Counsel  
The Walt Disney Co.

Formerly ABC's senior vice president and general counsel, Braverman joined the Magic Kingdom following the ABC/Disney merger. He survived the Eisner debacle, helped quell shareholder rebellions and is spearheading efforts among media companies to battle proposed changes to FCC rules about advertising during children shows.



**BONNIE BRIER, 55**  
General Counsel  
Children's Hospital of Philadelphia

Brier is a well-known author and lecturer on issues facing the non-profit sector and a leading thinker in the field of health law. She has led numerous professional organizations. Among her many affiliations, she was a board member for the American Health Lawyers Association and chair of the ABA's Exempt Organizations Committee.



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**LOUIS BRISKMAN, 57**  
EVP, General Counsel  
CBS Corp.

Briskman was part of the team that took CBS into the Viacom merger and recently returned to lead the company's legal team following the spin-off. In the "new" CBS, Briskman, who has spent three decades with CBS, will help the company expand outside its traditional broadcasting role into publishing, theme parks and syndicated television.



**PAUL T. CAPPUCCIO, 44**  
EVP, General Counsel  
Time Warner Inc.

Former senior vice president and GC of America Online, Cappuccio oversees the worldwide management of Time Warner's legal department. The former justice department attorney has recently been in the limelight for defending the cable industry against the FCC's attempt to regulate Internet access.



**BRACKETT B. DENNISTON III, 58**  
VP, General Counsel  
General Electric

Previously chief counsel to Massachusetts Governor William F. Weld, Denniston joined one of the nation's most famous legal teams in 1996. GE's legal department is known as fertile training ground that produces top-notch lawyers. Former members include Jeffrey Kindler of Pfizer and William Lytton of Tyco.



**JAMES BUDA, 58**  
VP, General Counsel, Secretary  
Caterpillar Inc.

A pioneer in preferred-provider programs, Buda has been slashing the number of law firms Caterpillar employs since his days as the company's chief litigation officer in the 1990s. Buda is an aggressive defender of his company's products in products liability actions, and has implemented programs for his legal department to proactively pursue recoveries on Caterpillar's behalf.



**JEFFREY CARR, 49**  
VP, General Counsel, Secretary  
FMC Technologies Inc.

Recognized for his outside-the-box approaches, Carr introduced a unique billing system into his legal department with a risk-sharing model he calls "The Alliance Counsel Engagement System." The billing model was developed to force outside counsel to invest in FMC's matters. Carr is also the founder and former manager of International Advisory Services Group Ltd.



**DAVID C. DRUMMOND, 42**  
VP, Secretary, General Counsel  
Google Inc.

Drummond has been with Google since the early days, when founders Larry Page and Sergey Brin hired him as outside counsel. Since officially becoming the company's general counsel in 2002, Drummond has watched the company go public, navigated it through an unusual Dutch auction IPO and steered the entrepreneurial machine into a force to be reckoned with.



**MICHAEL CALLAHAN, 37**  
SVP, General Counsel, Secretary  
Yahoo! Inc.

Keeping abreast of technology is an integral part of Callahan's job at the helm of a global team of approximately 150 attorneys. Callahan and his lawyers are currently working on a deal to connect Yahoo!'s instant messaging networks with Microsoft's, which will be the tech sector's first cross-network partnership.



**MARK CHANDLER, 49**  
VP, General Counsel, Secretary  
Cisco Systems Inc.

Since joining Cisco in 1996, this tech-savvy GC has been noted for taking a technological approach toward managing Cisco's legal department. He implemented a unique proprietary system to automate contract renewals, and has dedicated 10 members of his 110-person department to handling IT initiatives full time.



**STEVEN EULLER, 56**  
VP, General Counsel, Secretary  
Cargill Inc.

Euller made his way into one of the biggest private companies in the world by moving to Singapore in 1985 and serving as Cargill's first lawyer in Asia. Now in Minneapolis, Euller brings international insight to Cargill's legal department and has been recognized as an innovative leader in building a global legal team.



## FEATURE

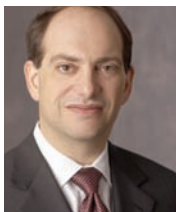
**KENNETH FRAZIER, 51**  
SVP, General Counsel  
Merck & Co. Inc.

Since Merck pulled Vioxx off the market, Frazier has been dealing with a plaintiff pool that continues to deepen. Frazier and his department took a gamble deciding to fight each case separately. After a significant blow following *Ernst v. Merck*, the gamble paid off in Merck's favor in the second trial, *Humeston v. Merck*, which resulted in a defense victory.



**MICHAEL D. FRICKLAS, 46**  
EVP, General Counsel, Secretary  
Viacom Inc.

Following the breakup of several of Viacom's key business units, Fricklas will serve as general counsel of the "new" Viacom. He played key roles in Viacom's mergers with Paramount and Blockbuster in 1994, and in the Viacom/CBS merger in 2000. His department is also responsible for a novel in-house "Corporate College"—an accredited CLE program that offers Viacom's lawyers customized courses.



**LENA GOLDBERG, 56**  
SVP, General Counsel  
FMR Corp.

Goldberg successfully guided the world's largest mutual fund through a period of tremendous growth—both internally and in the mutual fund industry at large. She's recognized as a great manager who knows how to get the most from her team and forge a successful partnership with the CEO.



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**CRAIG GLIDDEN, 48**

SVP, General Counsel, Secretary  
Chevron Phillips Chemical Co.

When Chevron and Phillips Petroleum Co. merged, Glidden took over legal operations for the expanded company. His unique approach to merging the two legal departments and consolidating preferred providers saved the company money. Glidden is an active leader in the in-house community and president of the Texas General Counsel Forum.



**WILLIAM HAYNES, 47**

General Counsel  
Department of Defense

Only four months after George W. Bush tapped Haynes as GC of the Department of Defense, terrorists attacked the World Trade Center. Considered a behind-the-scenes hero in the war against terrorism, Haynes spearheaded the structuring of special military tribunals and is responsible for tackling sensitive international issues.



**CHARLES A. JAMES, 51**

VP, General Counsel  
Chevron Corp.

As the GC of the nation's second largest integrated energy company, being involved in 10,000 lawsuits at a time is business as usual for James. He has taken a proactive approach by creating a litigation process known as COBALT, which requires business units to "own" litigation just as they own any other operation or product.



**THOMAS A. GOTTSCHALK, 63**

EVP, General Counsel  
General Motors Corp.

In addition to steering the company through its current financial crisis, Gottschalk wears many other hats. Under his leadership, GM's legal department has won several awards for its efforts to promote diversity. In addition, he's a vocal advocate in the auto industry for sustainable development and environmental responsibility.



**NANCY R. HEINEN, 49**

SVP, Secretary, General Counsel  
Apple Computer Inc.

Along with the iPod's tremendous success has come patent infringement suits, a long scuffle with consumers over faulty batteries and a class action lawsuit regarding alleged flaws in the iPod nano. The former NeXT Software veteran has been noted for her ability to keep the public's focus on the product, not the courtroom.



**ELIZABETH KEEFER, 57**

General Counsel  
Columbia University

Keefer plays an instrumental role in tackling the public policy, educational and economic challenges facing the Ivy League school. She was formerly attorney adviser for the State Department's Office of the Legal Adviser, where she represented the U.S. in claims arbitration with Iran in The Hague.



**JOAN GUGGENHEIMER, 52**

Co-General Counsel  
J.P. Morgan Chase & Co

Guggenheimer has been noted for taking a hands-on approach to solving legal problems. Previously praised for helping settle a high-profile sexual harassment case when she served as GC at Smith Barney, Guggenheimer is now busy following up J.P. Morgan Chase's acquisition of Bank One, a transaction valued at \$60 billion.



**MICHAEL S. HELFER, 60**

General Counsel, Secretary  
Citigroup Inc.

Helfer's long career providing counsel to the financial services industry led him to a job as GC of the world's largest banking institution. Helfer has remained committed to serving the legal profession as a fellow of the ABA and a member of ALI. He also is a founding director of Lawyers for Children America.



**ANASTASIA D. KELLY, 56**

EVP, General Counsel  
MCI Inc.

Kelly has made a name for herself as the go-to counsel for companies in trouble. As it recovers from corporate fraud and emerges from bankruptcy, MCI will rest a little easier with Kelly holding the legal reins. The former Sears, Roebuck and Co. general counsel is known for her abilities to reorganize and upgrade an in-house team.



# FEATURE

## LEONARD J. KENNEDY, 53

General Counsel  
Sprint Nextel Corp.

Previously the SVP and general counsel of Nextel, Kennedy joined the Sprint family when the two companies merged in August 2005. An expert in telecom law, Kennedy also brings touted management skills and an insider perspective on regulators to his role. He has served as a senior legal adviser at the FCC.



## JEFFREY KINDLER, 50

Vice Chairman, General Counsel,  
CCO, Pfizer Inc.

At the helm of Pfizer's legal team for the past three years, Kindler has made his broad-based diversity initiative a priority, and has increased the percentage of women and minorities on its legal leadership team by 10 percent. Kindler has received several rewards for his efforts including the ABA's Pro Bono Publico Award. He recently added compliance to his responsibilities at Pfizer.



## PETER KREINDLER, 60

SVP, General Counsel  
Honeywell

A lot has changed since Kreindler worked in the Watergate Special Prosecutor's office. The tech-savvy GC received national attention when he implemented an extensive legal services Intranet that Honeywell employees use to download forms, get basic advice and receive compliance training. His program has become a model for other companies seeking to automate legal services.



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**JAMES LIPSCOMB, 58**  
EVP, General Counsel  
Met Life Inc.

Lipscomb and the Met Life legal department are leaders on the diversity front. Its Legal Affairs Diversity Committee is one of the nation's most successful diversity initiatives. It focuses not only on creating a diverse internal environment, but also puts pressure on suppliers to achieve similar goals. Lipscomb also serves on the executive committee of the New York City Bar.



**BILL LYTTON, 57**  
EVP, General Counsel  
Tyco International Ltd.

Lytton has been healing old wounds since joining the company in September 2002. In addition to managing a 200-lawyer staff, the former International Paper GC has reduced the number of outside firms Tyco employs, centralized the legal department, resolved outstanding issues with the SEC, and serves as the company's moral compass as it repairs its scandalized past.



**TOM MARS, 48**  
SVP, General Counsel  
Wal-Mart Stores Inc.

In addition to strengthening the retailer's compliance program and fighting off class actions, Mars also has been a vocal champion for diversity, going so far as to end Wal-Mart's relationships with firms that don't meet his standards. The former police director made it clear to outside counsel that unless they employ a diverse staff, they have no business with the retail giant.



**SIMON LORNE, 60**  
Vice Chairman, Chief Legal Officer  
Millennium Partners

After the SEC charged a Millennium Partners executive and senior trader with securities fraud, it made sense for the hedge fund to bring a former SEC general counsel in to clean up its image. Lorne has been noted for organizing Citigroup's global compliance function and currently sits on the board of directors for Teledyne Technologies.



**GEORGE W. MADISON, 52**  
EVP, General Counsel  
TIAA-CREF

TIAA-CREF is arguably the most powerful institutional shareholder. Its activities have put unprecedented pressure on public companies to pay attention to shareholder resolutions, and other large shareholders are following its lead. Madison, who came to TIAA-CREF from Comerica, continues to push the envelope of shareholder activism.



**SIRI S. MARSHALL, 57**  
SVP, General Counsel, Secretary  
General Mills Inc.

After spending 15 years with Avon Products Inc., Marshall moved to General Mills, where she and her team successfully engineered the purchase of The Pillsbury Co.—a deal that doubled the company's size. Marshall is a noted champion of alternative dispute resolution, and serves as a director of the American Arbitration Association.



**GARY G. LYNCH, 55**  
Chief Legal Officer  
Morgan Stanley

A new arrival to Morgan Stanley's legal department in the wake of the Perelman case, this former Credit Suisse First Boston GC knows a thing or two about image repair. A former director of the SEC's Enforcement Division, Lynch has already begun to repair the tarnished legacy left by former GC Donald Kempf.



**STEVE MARKS, 38**  
General Counsel  
RIAA

In the wake of the Grokster decision, Marks has helped continue the fight against illegal downloads. Since joining RIAA in 1997 and becoming general counsel in 2004, Marks has led negotiations on behalf of the industry that resulted in comprehensive revisions to the Copyright Act regarding the licensing of webcasters.



**JOHN MCWILLIAMS, 58**  
SVP, General Counsel, Secretary  
Nexen Inc.

Known for developing a model code of ethics for Canada-based Nexen, McWilliams has also taken a leadership role in developing an international code of ethics for Canadian business. He is a frequent speaker at the International Bar Association, World Petroleum Congress and the Canadian Institute of International Affairs.





**KATHRYN OBERLY, 55**  
Vice Chair, General Counsel  
Ernst & Young

The youngest woman to ever argue a case before the U.S. Supreme Court, Oberly is known not only for her acumen in handling international transactions, but also for her superior knowledge of regulatory and legislative matters. She's successfully guided E&Y through a period of intense scrutiny and serves on the council of ALI.



**ALF PENEYCAD, 61**  
VP, General Counsel, CCO  
Petro Canada

At the helm of one of Canada's largest energy companies, Peneycad has proven himself to be a powerful transactional lawyer, overseeing Petro Canada's acquisitions of BP Canada, Gulf Canada and Amerada Hess Canada, a \$3.2 billion acquisition of the Veba Group and the completion of the Canadian government's sale of its interest in Petro-Canada.



**THOMAS RUSSO, 62**  
Vice Chairman, CLO  
Lehman Brothers Holdings Inc.

Russo is recognized as one of the leading minds in the financial services bar. He has served as deputy general counsel of the Commodity Futures Trading Commission and the first director of its Division of Trading and Markets. He also serves on the board of the Institute for Financial Markets and the U.S. Council for International Business.



**RODERICK A. PALMORE, 53**  
EVP, General Counsel, Secretary  
Sara Lee Corp.

Palmore's 2004 "Call To Action," which demanded that outside firms make diversity a priority, has had a lasting effect on the way legal departments interact with firms. More than 100 other GCs have signed on. In addition, Palmore has a uniquely multifaceted role at Sara Lee—he handles legal, risk management, safety, environmental and government affairs functions.



**MARSHA RABITEAU, 54**  
VP, Assistant General Counsel  
Hartford Financial Services  
Group Inc.

Rabiteau has made her mark on the in-house bar without even becoming a GC. Her work as co-chair of the Civil Justice Reform Group (CJRG) is considered a major force behind the passage of the 2005 Class Action Fairness Act. Since achieving that success, Rabiteau has devoted CJRG's resources to educating defense counsel on the Act.



**SANDOR SAMUELS, 53**  
Senior Managing Director, CLO  
Countrywide Financial Corp.

Known in the GC community as a leader with strong business-management skills and a focus on strategic planning, Samuels' recent agenda has included negotiating the settlement of a \$30 million employee class action, and facing down one of the first lawsuits brought under SOX. Despite bumpy roads, he has shepherded the company through a tremendous period of growth.



**LOUISE PARENT, 55**  
EVP, General Counsel  
American Express Co.

In her nearly three decades with AMEX, Parent has created one of the most innovative litigation departments in the country. Under Parent's watch, her department put together a centralized system for managing litigation and working with preferred providers and has pursued the most aggressive IP patenting and licensing strategy in the financial services industry. Parent is also an adviser to the FDIC.



**LAURIE ROBINSON, 33**  
Assistant General Counsel  
CBS Broadcasting Inc.

Although she has yet to ascend to the GC throne, Robinson has been making waves in the in-house bar as the founder and CEO of Corporate Counsel Women of Color. The non-profit network for in-house attorneys has attracted more than 1,000 members. She is a published writer on employment law issues and has made presentations for the ABA, MCCA and National Bar Association.



**GLORIA SANTONA, 55**  
EVP, General Counsel, Secretary  
McDonald's Corp.

After graduating from law school in 1977, Santona jumped right into the corporate world, accepting a position in McDonald's legal department where she has worked ever since. Besides managing a massive global staff covering 25 countries, Santona has successfully helped the company engineer a public-image overhaul and quelled plaintiffs' claims that McDonald's made them fat.





## FEATURE

### BRADFORD SMITH, 47

SVP, General Counsel, Secretary  
Microsoft Corp.

After taking over for former GC William Neukom, Smith has replaced his predecessor's do-or-die approach with level-headedness. Smith's negotiation skills have resulted in the settlement of several large actions, and he also acts as the point person in Microsoft's campaign to bring enforcement actions against spammers and software counterfeiters.



### LARRY THOMPSON, 60

SVP, General Counsel, Secretary  
PepsiCo Inc.

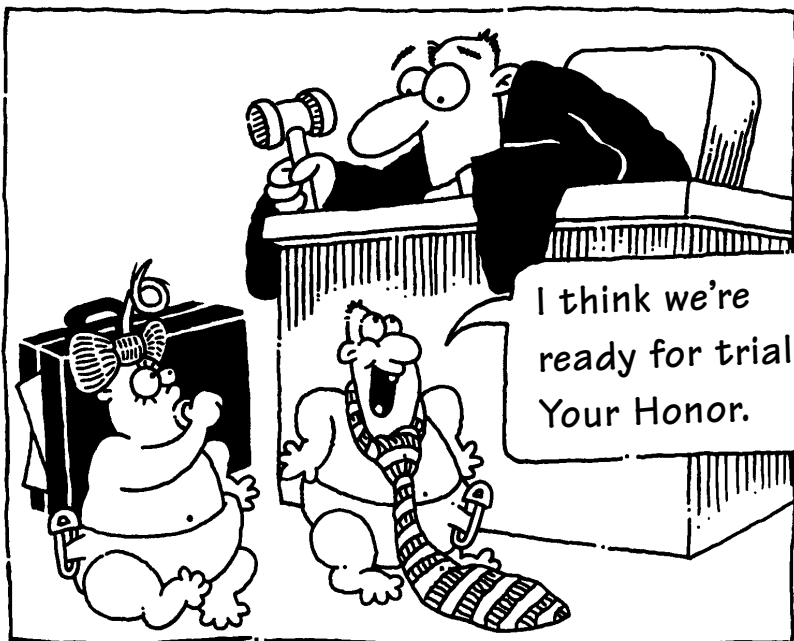
Responsible for the infamous "Thompson memo," which he wrote during his service as deputy AG in the DOJ, Thompson has become a figurehead in the fight against white-collar crime. Prior to serving as Pepsi's GC, he headed the Corporate Fraud Task Force and led the National Security Coordination Council.



### CHARLES R. WALL, 60

SVP, General Counsel  
Altria Group Inc.

As GC for the nation's largest cigarette manufacturer, Wall has spent a decade fending off tobacco-related suits. Although Altria is currently involved in two multibillion-dollar suits, Wall is also mapping out plans for a possible spin-off of the company's Kraft foods division. Despite the turmoil, Wall reduced Altria's legal defense costs for products liability cases 31 percent between 2001 and 2004. ■



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