



James Ukropina

Of Counsel

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Jim Ukropina handles a broad range of acquisition, securities, and business transactions, including proxy contests, mergers and acquisitions, and financings.

As a member of and advisor to numerous boards, Jim has extensive experience in corporate governance. For example, Jim has represented boards and committees of boards in connection with special investigations and related matters. Jim has been active in the field of executive compensation, with extensive representations of executives and boards regarding employment and severance matters. His representation of corporate clients and boards has extended to companies throughout the country and abroad. In the area of international legal issues, he has regularly counseled clients concerning matters arising under the Foreign Corrupt Practices Act.

Jim has served on many corporate boards, including Lockheed Martin and Pacific Life, each for over 20 years. He also served on the Stanford University Board of Trustees for 10 years and served as the Head of the Stanford Presidential Search Committee in 2000.

Corporate & Government Experience

- Vice Chairman, Keck Foundation Board of Directors (2016-Present)
- President, Keck Foundation (2012-2015)

Admissions

Bar Admissions

California

Court Admissions

U.S. District Court, Central, Northern, Southern, and Eastern Districts of California

Education

University of Southern California, L.L.B., 1965: Editor-in-Chief, *Southern California Law Review*, 1964-65

Stanford University, M.B.A., 1961

Stanford University, B.A., 1959

Professional Activities

President

- W.M. Keck Foundation (2012-)

Director

- Trust Company of the West; Central Natural Resources
- Keck Foundation (As a director, he has chaired committees in the following areas: executive compensation, audit, finance, special litigation, nominating and governance and related party transactions)

Former Executive Vice President, Chief Financial Officer and General Counsel

- Santa Fe International Corporation (1981-1985)
- Pacific Enterprises (1986-1989)

Chairman and Chief Executive Officer

- Pacific Enterprises (1989-1991)

Former Member of Selected Boards of Directors

- Santa Fe International;
- Security Pacific Corporation
- Miller's Outpost; Occidental College
- California Chamber of Commerce, California Business Roundtable
- Stanford University Board of Trustees (1990-2000), Vice Chair of the Board, Chair of Presidential Search Committee (2000)
- Lockheed Martin Corporation (Lead Director upon retirement in 2010)
- Pacific Life Corporation (Lead Director upon retirement in 2010)
- E & J Gallo Winery/Advisory Director (2002-2011)

Author

- Corporate governance treatise, "The Board: Behind Closed Doors with the Directors of DFP, Inc.;" numerous articles in the Corporate Governance Advisor and other professional journals;

Co-author

- Handbook for Corporate Officers - Selected SEC Rules
- Initial Editor for Handbook for Corporate Officers - Foreign Corrupt Practices Act

Lecturer

- ALI, CEB, PLI Institutes and other professional Conferences