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For Immediate Release

Prominent businesswomen launch The Directors' Council to recruit independent board members

Jane Evans, Christie Hefner, Michele J. Hooper, Karen Horn, Gwendolyn S. King, Kay Koplovitz, Vilma S. Martinez and Marilyn Seymann to help corporate boards respond to the urgent need for more independent and diverse directors

First search firm comprised entirely of experienced corporate directors

WASHINGTON, October 20, 2003— In response to the overwhelming need among listed companies for independent directors, eight prominent businesswomen today announced the formation of a new company – The Directors' Council – to help corporate boards identify and recruit new independent directors, primarily from the ranks of women and minority executives.

The Directors' Council is the first search firm to focus exclusively on board director recruitment. It is also the only firm led by individuals with extensive experience as corporate directors in major companies. The Directors' Council is currently undertaking assignments for the boards of several Fortune 500 companies, including AT&T Wireless and Time Warner.

“Sarbanes Oxley and new listing standards have forced public company boards to be more effective and independent. As a result, boards are recruiting new, independent directors at unprecedented rates and must go beyond the traditional sources. The Directors' Council was formed to meet this need,” said Jane Evans, Managing Partner of The Directors' Council. “My partners and I work collaboratively to find, develop and position on corporate boards a new, diverse generation of directors, drawn primarily from the largely untapped pool of talented women and minorities who have the qualifications, experience and interest to serve, but are rarely found in the established circles from which directors are typically recruited.”

The founding partners of The Directors' Council have the breadth of experience to thoroughly understand the director recruiting process. Its founding partners are all veteran chief executives or equivalents as well as experienced directors of public corporations in a wide range of industries. Drawing on their experience, the partners can assess the dynamics, circumstances and particular needs of a client board to identify candidates who will make meaningful contributions. The Council also works closely with newly placed directors to provide guidance and mentoring as they begin their tenure on the board.

Dick Parsons, Chairman & CEO of Time Warner, said: "As board members of leading companies, the Directors' Council's partners understand boards' needs, and they know the characteristics of effective directors and cohesive boards. The fact that they also mentor their new placements—going above and beyond current industry practices—is a major reason we engaged the Council."

Don Fites, retired Chairman & CEO of Caterpillar, Inc. and Chairman of the governance committee at AT&T Wireless, said: "We retained The Directors' Council to find an independent director for the AT&T Wireless board, and they quickly presented us with a diverse and well-qualified group of talented women. John Zeglis, our CEO, and I both agreed that this was one of the most impressive and thoroughly researched group of candidates we have ever reviewed. I look forward to working with The Directors' Council as they bring new talent, skills and greater diversity to corporate boards across the country."

It is estimated that 80 percent of director searches are conducted by word-of-mouth. The Directors' Council intends to replace this informal practice with a rigorous, disciplined process. Its founding partners employ a unique peer-to-peer recruiting method that taps their vast networks, which extend into thousands of companies and to hundreds of potential candidates worldwide.

Ira Millstein, Senior Partner at Weil, Gotshal & Manges, said: "The Directors Council is an idea whose time has come. Indeed it's overdue. This is not a search firm devoted to the old fashioned notion that we must have "one" on the Board. It is a unique firm devoted to placing an overlooked pool of very talented people. Its methodology assures sensible approaches, and its founders assure hands on quality and experience."

Women and minority executives are often overlooked by boards because they do not have as much visibility as more traditional candidates. Women currently fill less than 14 percent of *Fortune* 1000 board seats although they make up about 47 percent of the U.S. labor force, nearly 16 percent of the *Fortune* 500 corporate officers and 48 percent of all stock market investors. Minorities fill less than 7 percent of *Fortune* 1000 board seats although they make up the fastest growing segment of the U.S. population and currently comprise nearly 29 percent of Americans.

Dennis Carey, Vice Chairman of Spencer Stuart, said: "As demand surges for new, independent board members, The Directors' Council provides a needed service by augmenting the pool of qualified women and minority directors. The founders of The Directors' Council are all seasoned corporate directors and are very knowledgeable about the attributes of an effective director."

About The Directors Council

Established in 2003 by leading businesswomen from a wide range of industries, backgrounds and areas of expertise, The Directors' Council is based in New York and Phoenix with partners throughout the country. The firm is supported by a skilled, full-time staff as well as experienced and highly regarded search professionals. The Directors' Council partners are: Jane Evans, Christie Hefner, Michele J. Hooper, Karen Horn, Gwendolyn S. King, Kay Koplovitz, Vilma S. Martinez and Marilyn Seymann. For more information, please visit www.directorscouncil.com.

About the Founding Partners:

- **Jane Evans**, (Phoenix, AZ): Managing Partner of The Directors' Council. Former senior executive in consumer marketing, retailing, investment banking and telecom with General Mills, Genesco, Montgomery Securities and US West. *Current boards: Altria (formerly Philip Morris), Georgia-Pacific, Hypercom, KB Home. Former boards: PetsMart, The Equitable, the LPGA. Founder: Committee of 200. Member Young Presidents Organization (YPO) (49er), World Presidents' Organization (WPO) & CEO. Served on YPO Board of Directors and chaired International Chapter.*
- **Christie Hefner**, (Chicago, IL): Chairman & CEO, Playboy Enterprises. *Current boards: MarketWatch.com, Canyon Ranch Health Resorts. Former boards: Telocity and Sealy Corp. Founder: Committee of 200. Member: YPO (49er), WPO & CEO.*
- **Michele J. Hooper**, (Chicago, IL): Former President and CEO, Voyager Expanded Learning; former Corporate Vice President and President, Caremark International Business Group. *Current boards: Target, PPG Industries, AstraZeneca PLC, DaVita. Former board: Seagrams. President: Chicago Chapter of NACD. Former Chair: Committee of 200. Member YPO (49er) & WPO.*
- **Karen Horn**, (New York, NY): Retired head of Global Private Client Services, Marsh & McLennan; former Chairman & CEO, Bank One Cleveland; former President, Federal Reserve Bank of Cleveland. Former Trustee of the Rockefeller Foundation. Former presidential appointee to the U.S.-Russia Investment Fund. *Current board: Eli Lilly. Former boards: TRW, Rubbermaid. Member: Committee of 200. Member: YPO (49er).*
- **Gwendolyn S. King**, (Washington, D.C.): President, Podium Prose; Retired SVP of PECO Energy; former Commissioner, Social Security Administration. *Current boards: Countrywide Financial, Lockheed Martin, Monsanto, Marsh & McLennan. Former board: Pharmacia.*
- **Kay Koplovitz**, (New York, NY): Founder, former CEO of USA Networks; Founder, Boldcap Ventures; Founder, Springboard Enterprises. *Current boards: Liz Claiborne, Instinet. Former boards: Oracle, General RE, Nabisco. Member: Committee of 200, YPO (49er) & CEO.*
- **Vilma S. Martinez**, (Los Angeles, CA): Partner, Munger, Tolles & Olson. Former President and General Counsel, Mexican-American Legal Defense Fund (MALDEF). *Current boards: Anheuser-Busch, Fluor, Burlington Northern Santa Fe.*
- **Marilyn Seymann**, (Phoenix, AZ): President and CEO, M ONE, Inc.; Former Vice Chair, Federal Home Loan Bank Board; former Managing Director, Arthur Andersen; former Associate Dean, Arizona State University College of Business. *Current boards: Beverly Enterprises, Community First Bancshares, EOS International, NorthWestern Corporation (Chairman), MAXIMUS. Former boards: American Tool Company, True North Communications.*