Michael S. Melbinger, Partner

Chair, Employee Benefits and Executive Compensation Practice

Mike Melbinger is the lead partner and global head of Winston & Strawn's employee benefits and executive compensation practice group. Mr. Melbinger works out of the firm's Chicago office and practices exclusively in the area of executive compensation and employee retirement benefit issues for corporations, boards of directors, partnerships, executives, and fiduciaries.

Mr. Melbinger has worked extensively on designing and implementing stock and non-stock based executive compensation and benefit programs for public and private companies (including start-up ventures). He has designed and drafted employment contracts, severance agreements, parachute agreements, and a variety of executive compensation arrangements. He advises boards of directors, compensation committees, and senior executives and legal departments in these matters.

Mr. Melbinger also has extensive experience with the design, operation, and auditing of employers' ESOP, pension, and 401(k) plans. He has extensive experience advising fiduciaries in the proper discharge of their duties and establishing structures and strategies to protect fiduciaries and plan sponsors from liability for investment and other benefit plan decisions.

Mr. Melbinger also handles the compensation and benefits aspects of change-in-control, corporate lending, initial public offering, and bankruptcy transactions and certain compensation and benefit plan litigation matters.

His representative clients include American Dental Association, The Boeing Company, BGC Holdings (Cantor Fitzgerald), Challenge Mfg. Company, Discover Financial Services, The Financial Services Roundtable, FNB Corporation, FreightCar America, Fuel Tech Inc., IPG Photonics, Kinetic Concepts, Inc., Lawson Products, Lincoln Electric Holdings, LVMH Moet Hennessy Louis Vuitton, Mitsubishi Chemical Holdings USA, Maximus Inc., Metropolitan Bank Corp., Nalco Company, Neurowave Technologies, Security Benefit Corporation, Shaw Holdings, SkyPeople Fruit Juice, SPX Corporation, and Utilities, Inc.

Honors and Awards

Mr. Melbinger has been honored by numerous organizations and publications for his outstanding practice of employee benefits and executive compensation.

- Elected as a Fellow of the American Bar Association in 2012
- Honored in Chambers USA: America's Leading Lawyers for Business and in the peer rankings-based The Best Lawyers in America for his employee benefits law practice every year since 2008
- Recognized in the Legal500 as "very strong" with a "formidable reputation in the area" of employee benefits and executive compensation, earning the group a national ranking in the publication
- Honored as a 2011 "BTI Client Service All-Star" in an annual report published by the BTI Consulting Group that recognizes attorneys for exceptional client service
- Chosen as a Top 100 Illinois Super Lawyer every year since 2008

Elected as a Fellow into the American College of Employee Benefits Counsel in 2005

- Received the highest ranking available under Martindale-Hubbell

Activities

Mr. Melbinger is head of the firm's employee benefits and executive compensation practice group. He is a member of the firm's Pension Plan Committee and Retirement Committee.

Mr. Melbinger is an adjunct professor of law at Northwestern University School of Law and the University of Illinois College of Law.

Mr. Melbinger also is a member of the American Bar Association and the National Association of Stock Plan Professionals.

In addition, he works on pro bono matters for Adoptive Families of America, Chicago Volunteer Legal Services, and the Muscular Dystrophy Association. Mr. Melbinger also serves on the board of directors of the Glenview Hangar One Foundation and the board of visitors of the University of Illinois College of Law.

Education

Mr. Melbinger received a B.A. from the University of Notre Dame in 1980 and a J.D. from the University of Illinois College of Law in 1983.

Speeches and Publications

Mr. Melbinger is the author of two books: Executive Compensation (Commerce Clearing House, 2004) and the ABA's Compliance Guide to Employee Benefit Trusts (American Bankers Association, 1997).

He also has written many articles on executive compensation and employee benefits topics. He also is a contributing editor of CompensationStandards.com, for which he writes the popular "Executive Compensation Blog," and serves on the editorial board of Practical Tax Strategies and on the editorial advisory board of Total Reward Strategies.

Mr. Melbinger is frequently quoted in The New York Times, The Wall Street Journal, and other national publications. He has appeared as a guest on the Jim Lehrer NewsHour, the Fox Business Network, and other nationally broadcast television programs.

Mr. Melbinger has spoken extensively on executive compensation, retirement plan design, fiduciary issues, health benefit plans and health care reform, employee benefits issues in change-in-control situations, retiree medical benefits plans, insurance company insolvency issues, employee benefits plans and bankruptcy issues, and employee benefits issues for multinational corporations. His recent presentations include speaking at the "Market Trends and Current Best Practices in Nonqualified Executive Benefits" for the PLANSPONSOR Live Webinar in March 2012; presenting with Michael Roche on "Ethics and Privilege Issues Under ERISA," at the 24th Annual ERISA Litigation Conference in Orlando, Florida in February 2012; serving as a panelist on "Ethics, Conflicts, and Privilege Issues in Executive Compensation," in a live webinar held February 2012; presenting "Understanding Ethics for the Employee Benefits and Executive Compensation Attorney" as part of the Knowledge Congress Webcast

Series, on January 20, 2012; speaking on the panel "Payback Time: Issues and Answers on Clawback Provisions," at the National Association of Stock Plan Professionals (NASPP) 19th Annual Conference in San Francisco in November 2011; presenting "Melbinger's [Now] Annual Presentation on Ethics, Conflicts and Privilege Issues in the Executive Compensation Area," to the Chicago Chapter of National Association Stock Plan Professionals in June 2011; "Say on Pay: Ten Steps Toward Maximizing the Likelihood of a Favorable Vote," at the E*Trade Directions in April 2011; serving as moderator of "Developments in Executive Compensation," presented by the Chicago Chapter of the National Association of Corporate Directors in February 2010; "Explaining Executive Pay in the CD&A: Challenge or Chimera?" workshop at the Worldatwork Total Rewards Conference & Exhibition, Orlando, Fla., May 2007; a speech at the 21st Annual Employee Benefits Institute, Overland Park, Kan., April 2007; and "Effective 2007: Avoiding Traps (and Liability) in the SEC's New Executive Compensation Disclosure Rules," PriceWaterhouseCoopers General Counsel Forum, Chicago, January 2007 (with Erik Lundgren).

Mr. Melbinger has authored or co-authored more than 60 articles on executive compensation and employee benefits topics, including the following:

"Disclosure of Pay Versus Performance Under Dodd-Frank," Fringe Benefits Rules, September 2010.

"Does Jones v. Harris Have any Lessons for Corporate Compensation Boards?" Fringe Benefit Rules, June 2010.

"How to Address Compensation Risk in a Proxy Statement," Employer's Guide to Fringe Benefit Rules, March 2010.

"Executive Compensation and Risk: TARP Rules for Financial Institutions Trigger Broader Risk Assessment of Compensation Policies," North Carolina Banking Institute Journal, March 2010.

"TARP Interim Final Rule: Presage of What's Coming to the Rest of Corporate America," Employer's Guide to Fringe Benefit Rules, July 2009

"Does TARP Spell Relief? Not from Executive Pay Limits," Employer's Guide to Fringe Benefit Rules, December 2008

"Strategies for Fiduciary Best Practices After LaRue and Glenn," BNA Workplace Law Report, December 2008

"Executive Comp Disclosure; Form 990 Gets a New Look," Fringe Benefit Rules, March 2008

"Stock Option Grants to Investors in Pre-IPO Companies," The Journal of Employee Ownership Law and Finance, Fall 2007 (with Laura A. McShane)

"SEC Releases Final Rules on Disclosure of Executive and Director Compensation," Executive Compensation Update, Sept. 27, 2006

"Companies Should Consider an Independent Fiduciary to Monitor Plan Investments in Company Stock," Journal of Pension Planning & Compliance, Vol. 30, No. 4, Winter 2005 (with Barry L. Salkin)

"Consulting Agreements," Journal of Tax Practice Management, Vol. 3, No. l, January/February 2004

“One Year Later: A Look at Health Reimbursement Arrangements,” August 2003, Thompson Publishing Group, Inc., at http://thompson.com/libraries/benefits/flex/ samplenews/flex0308.html

“Protecting Yourself from the Tax on Excess Parachute Payments,” Compensation & Benefits Management, Vol. 18, No. 2, Spring 2002 (with Andrew D. Wang)

“Excess Pension Plan Assets Can Be Put to Various Uses,” Practical Tax Strategies, October 2001, Tax Ideas, November 2001 (with Jean M. Hahn)

“Cross-Testing Final Regs. Validate New Comparability Plans,” Tax Strategies, September 2001

“Why Not a Bill of Rights for Health Plan Sponsors?” Pension & Benefits Week, August 2001

“Pack Tax Deductions Into Employee Relocation Programs,” Practical Tax Strategies, July 2001 (with Deborah Borst Hoetger)

“Insurer Demutualizations Create Tax and ERISA Issues for Benefit Plans,” Practical Tax Strategies, March 2000 (with Marianne W. Culver)

“DOL’s Enforcement Initiative on Temporary Workers,” HR Focus, October 1999

“Medical Coverage for Adopted Children,” Adoption Factbook III, 1999

“Checklist for Employment Security Agreements,” Model Agreements for Corporate Counsel, September 1999, The Lawyer's Brief, July 15, 1999, Forms & Checklists Bi-Monthly, May/June 1999

“New Developments in Compliance for Retirement Plan Trustees,” Trust & Investments, May/June, 1998

“Compliance Issues for Retirement Plan Trustees,” Trust & Investments, March/April 1998

“You Can Take It With You,” Quest, Volume 5, Issue No. 6, 1998

“Compliance with HIPAA,” CCH Benefit Plan Compliance, June 1997, Volume 1, Issue No. 4; July 1997, Volume 1, Issue No. 5

“Direct Incentives — Can a Retirement Plan Incent Your Bank’s Directors?,” Illinois Banker, December 1996 (with Christopher J. Zinski)

“J. Geils Band Sings ‘Give It To Me’ Too Late,” Employee Benefits and Executive Compensation Counselor, Issue No. 45, December 1996 (with Saralyn Ang)

“Stock-Based Executive Pay Plans Offer Choices,” Taxation for Accountants, May 1996 (with Robert R. Pluth)

“What Your Plan Participants Know Could Hurt You,” Profit Sharing, March-April 1996 (with Michael F. Tomasek)

“Cases Highlight New Areas of Fiduciary Liability,” Pension Management, October 1995 (with Lauralyn G. Bengel)

“Gaining Access to Excess Pension Assets,” Pension Management, August 1995 (with Stacey Burnham)

“Directed Trustee Gets Court Protection,” Pension Management, April 1995

“Are You Acting as a Fiduciary,” Pension Management, February 1995

“Performance-Based Compensation Exception Increases in Importance,” Journal of Taxation of Employee Benefits, November/December 1994 (with Lauralyn G. Bengel)

“Avoiding Litigation Over Managed Health Care Decisions,” Risk Management, October 1994 (with Gerald I. Kalish)

“Mutual-to-Stock Conversions Create Valuable Opportunities for Using Employee Stock Plans,” Journal of Bank Taxation, Summer 1994 (with Christopher J. Zinski)

“How to Select a Healthy Provider,” Human Resource Professional, March/April 1994 (with Gerald I. Kalish)

“Medical Coverage for Adopted Children Under the Omnibus Budget Reconciliation Act of 1993,” Loyola Consumer Law Reporter, Fall 1993

“Stock Compensation Plans Get a Boost from RRA ‘93,” Taxation for Accountants, November 1993

“The Battle of the Rust Belt: Employers’ Rights to Modify the Medical Benefits of Retirees,” DePaul University Business Law Journal, February 1993 (with Marianne W. Culver)

“The Possibility of Federal Regulation of State and Local Government Retirement Plans,” Employee Benefits Journal, December 1992

“Supreme Court Protects Retirement Benefits from Creditors,” Taxation for Lawyers, November 1992 (with Christopher J. Caywood)

“ERISA and Tax-Deferred [403(b)] Retirement Plans,” Healthcare Financial Management, October 1992

“The Maintenance, Funding and Modification of Retiree Medical Benefits,” Employee Benefits Journal, September 1992 (with Marianne W. Culver)

“Finding the Best Compensation Plans for Key Executives,” Taxation for Accountants, Taxation for Lawyers, April 1992 (with Alan J. Hawksley)

“Rewarding Executives with Stock and Stock Value Arrangements,” Taxation for Accountants, Taxation for Lawyers, May 1992 (with Alan J. Hawksley)

“The High Stakes of Employee Benefit Plan Miscommunications,” Journal of Compensation and Benefits, March/April 1992 (with Elizabeth A. Rourke)

“Pension Plan Fiduciaries and Insurance Products,” Business Insurance, October 28, 1991

“Insurance Company Insolvency and Retirement Plans,” Tax Management Compensation Planning Journal, October 1991

“FASB Issues Statement on Employers’ Accounting for Post-Retirement Medical Benefits,” Tax Management Compensation Planning Journal, April 5, 1991 (with Marianne W. Culver)

“Employee Benefits Plans and Corporate Transactions: Potential Liabilities,” Employee Relations Law Journal, Spring 1988

“Maintaining, Funding and Terminating Retiree Benefits,” Benefits Law Journal, Summer 1988 (with Stephen R. Miller)

“Payment of Administrative Fees from Employee Benefits Plan Assets,” Employee Benefits Journal, December 1987 (with Mark M. Harris)

“The Growing Utilization of Profit Sharing in Collective Bargaining,” The Compensation Planning Journal, December 1986.