

- Current Position** *Right Advisory LLC* - President – Mr. Tarola founded this private business advisory firm in November 2008 to offer his perspective as a public company board member, former CFO and former audit partner to help solve complex business and financial challenges. He has since worked with clients in private equity, higher education and multinational industry.
- Professional and Business History** *W. R. Grace & Co.* – (NYSE: GRA) Senior Vice President and Chief Financial Officer from 1999 to 2008; *MedStar Health, Inc.*, and Helix Health, Inc. (founding member of MedStar Health) - Senior Vice President and CFO from 1996 to 1999; *Price Waterhouse LLP* from 1974 to 1996, Partner – Washington, DC 1993-1996, Partner – Baltimore 1987-1996, Partner – National SEC Services Group in New York City 1984-1987; served in Philadelphia practice 1974-1984; *Chrysler Motors Corporation* financial analyst from 1973 to 1974.
- Professional Skills** Mr. Tarola has *thirty-six years experience in business and professional services*. His strengths include: communication (board level, internal and external), people development, team leader and team player, credibility in the capital markets, SEC financial and controls reporting, investment management, mergers and acquisitions, value creation and capital raising.
- Business Experience** Mr. Tarola served as CFO of *W. R. Grace & Co.*, a leading global specialty chemicals enterprise with annual *sales of \$3+ billion and operations in more than 40 countries*, for nine years. During Mr. Tarola's tenure Grace resolved material mass tort litigation through a voluntary Chapter 11 while more than doubling its revenue base.
- Prior to joining *W. R. Grace & Co.*, Mr. Tarola held the position of Senior Vice President & CFO at *MedStar Health, Inc.* a *\$2+ billion healthcare enterprise* in the Mid-Atlantic region, where he led the financial merger and restructuring of two major health systems.
- Prior to moving into a role of CFO, Mr. Tarola was an employee (1974-1984) and partner (1984-1996) with *Price Waterhouse LLP*. His last role was as *Managing Partner for the Southeast Region Entertainment, Media and Communications practice* where he had responsibility for service delivery and expansion for a major segment of *Price Waterhouse's* practice. During Mr. Tarola's tenure as a partner, he worked with companies in the telecommunications, investment management, technology, aerospace, publishing, distribution and real estate industries, many of which had multinational operations.
- Mr. Tarola is an *Audit Committee Financial Expert* under SEC Rules and was a *Certifying Officer under the Sarbanes-Oxley Act*.
- Major Career Accomplishments** Following is a representative list of Mr. Tarola's professional accomplishments:
- Instrumental in **negotiating and structuring the financial settlement** of mass tort asbestos litigation for *W. R. Grace & Co.*

Curriculum Vitae

---

Major Career  
Accomplishments  
(continued)

- Mobilized financial and business management within W. R. Grace & Co. to **respond to governance and process requirements of the Sarbanes-Oxley Act**. Led the assessment of internal controls over financial reporting – **six years with no material weakness**.
- Orchestrated the **restructuring of W. R. Grace & Co. from a holding company to an integrated operating company**, positioning it for growth, productivity and management of mass tort litigation.
- Developed rapport with industry analysts, generating confidence in and goodwill for W. R. Grace & Co.; noted as **“esteemed among industry professionals”** by independent perception study.
- Early adopter of **XBRL and ERM technologies and concepts** within W. R. Grace & Co. – voluntary participant in SEC’s “Interactive Data” initiative.
- Led the **capital restructuring of MedStar Health, Inc.** by issuing tax-exempt debt in a first-time joint public offering through the authorities in Maryland and the District of Columbia in 1998 - consolidating the legal structure and lowering the cost of capital.
- Directed the **management of over \$1.7 billion in financial assets**, investing in equities, fixed income securities and cash equivalents – consistently exceeding relevant benchmarks.
- Created a **sophisticated corporate financial services function** for two multi-billion dollar enterprises including:
  - The centralization of cash and investment management - enhancing investment returns;
  - The consolidation and integration of transaction processing functions – lowering the cost and improving customer service and controls;
  - The development of a company-wide general accounting and financial reporting function – improving the reporting cycle;
  - The establishment of a corporate financial planning and forecasting capability – moving from an annual budgeting process to a continuous forecasting process;
  - The development and implementation of a career management program for finance professionals – creating clear performance expectations and career support functions;
  - The consolidation of all tax reporting, planning and counseling – improving tax efficiency and lowering tax costs; and
  - The standardization of reporting policies, content and deliverables – enhancing clarity and analysis for internal and external users.

Curriculum Vitae

**Major Career  
Accomplishments**  
*(continued)*

- Negotiated and/or led major activities related to **numerous mergers and acquisitions** including:
  - Twenty-five separate business acquisitions enhancing product offerings and/or geographic reach for W. R. Grace & Co.;
  - The merger of Helix Health, Inc. and Medlantic Healthcare Group, Inc into the current Medstar Health, Inc. – negotiated terms and directed due diligence; and
  - The acquisition of numerous businesses by Price Waterhouse clients in the U.S. and internationally – assisted with deal structuring, due diligence, accounting and in-country issues.
- Helped to **establish and lead a new industry-focused business** initiative within Price Waterhouse managing the southeast region entertainment, media and communication practice.
- Served three years as **one of Price Waterhouse’s SEC experts** in its New York national office specializing in capital formation for mergers and acquisitions, IPOs and non-U.S. registrants. Represented Price Waterhouse and its clients in matters of accounting and reporting before the SEC.

**Governance  
Experience**

Mr. Tarola has **extensive experience in the boardroom** of major corporations. As a Chief Financial Officer and an Audit Partner he regularly presented material to the members of corporate governance bodies. He has personally served in a number of governance roles, including the following Boards of Directors/Trustees:

- 1998-Present – ***Legg Mason Funds and Legg Mason Institutional Fund Advisors II*** – Serves as Director/Trustee for publicly traded equity and bond mutual funds sponsored by Legg Mason, Inc.;
- 2008-Present – ***TeleTech Holdings, Inc. (NASDAQ - TTEC)*** – Serves as Director and member of Audit Committee of this publicly traded global business process outsourcing company;
- 2007-Present – ***American Kidney Fund*** – Serves as Director and member of Finance Committee of this National health organization.
- 2005-2008 – ***Advance Refining Technologies, LLC*** – Served as a member of Executive Board for \$300+ million joint venture with Chevron, Inc.
- 2005-2008 – ***The Maryland Academy of Sciences and Science Center*** – Served as Director of this science education organization;
- 1998-1999 – ***Preferred Health Network*** - Served as Director of this regional health management organization;

**Curriculum Vitae**

**Governance  
Experience  
(continued)**

- ❑ 1997-2002 – *St. Paul’s School of Baltimore*; Served as a Director and member of the Finance and Investment Committees;
- ❑ 1989-1997 – *Catholic Charities of Maryland* – Served as Director and Chairman of the Investment, Finance and the Audit Committees;
- ❑ 1994-1996 – *Helix Health, Inc.*; Served as member of governing board finance committee;
- ❑ 1989-1994 - *Good Samaritan Hospital*; Served as director and member of the Finance, Audit and Strategy Committees; and
- ❑ 1990-1992 – *Health Care for the Homeless*; Served as Director and Chairman of the Finance Committee; and

**Professional  
Affiliations**

Mr. Tarola is a *licensed CPA in Maryland, Pennsylvania, Virginia and the District of Columbia*; is a member of the *American Institute of Certified Public Accountants*, where he serves on its Governing Council and Assurance Services Executive Committee; and, is a recent past member of the Board of Directors of the *Maryland Association of Certified Public Accountants*, where he currently chairs the Audit Committee. He is also a member of *Financial Executives International*, the *National Association of Corporate Directors* and the *National Investor Relations Institute*.

**Education, Awards  
and Appointments**

*Bachelor of Business Administration, Temple University*, 1973, with majors in both marketing and accounting; served as *Chair of President’s Advisory Board of Temple University*, 2005 to 2008; *commencement keynote speaker* for the Temple University’s Fox School of Business winter 2006; recipient of the 2005 *Musser Award for Excellence in Leadership* from Temple University’s Fox School of Business; served on *Temple University’s Accounting Advisory Board*, 1980-1986.

Mr. Tarola was a member of the Standing Advisory Group of the *Public Company Accounting Oversight Board* (2007-2008) and currently serves on its inaugural Investors Advisory Group. He serves on the Advisory Council to the Dean of the *University of Baltimore Merrick School of Business* and the Accounting Advisory Board for the *University of Denver*. Mr. Tarola was named to *International Who’s Who of Professionals* in 1995 and 2005, and is a graduate of the *Leadership Program of The Greater Baltimore Committee*.

**Articles and  
Publications**

Mr. Tarola *authored and/or presented materials* in public forums and web-casts on the following topics:

- ❑ Sarbanes-Oxley Act including conference for the PCAOB;
- ❑ XBRL, IFRS, interactive reporting and quality of earnings;
- ❑ Risk management for corporate boards;
- ❑ Role of the CPA in corporate governance;
- ❑ Accounting, reporting and current issues for SEC registrants;
- ❑ Requirements for going public in the United States; and
- ❑ Symposiums for Illinois and Rutgers Universities.