



Professional Profile  
**Lisa L. Troe**

+1 (702) 932-4040  
LTroe@AthenaAdvisorsLLC.com

*Public company director with particular expertise and outstanding reputation in accounting, financial reporting and disclosure, and corporate governance and oversight, and extensive background in enterprise risk and crisis management. Broad yet unique perspective from 35 years of business and professional experience with wide range of industries in diverse organizational environments, including public and private companies, Big Four public accounting firm, as senior managing director at international business advisory firm, and as regional chief enforcement accountant at the U.S. Securities and Exchange Commission. 55 year old independent director and audit committee chair, CERT certified in cybersecurity oversight, and other experience collaborating with boards and executives.*

## **BOARD EXPERIENCE**

**Feb 2014-present – Director; Chair of Audit Committee; “audit committee financial expert”; member of Nominating and Governance Committee. Rubicon Project, Inc. (NYSE:RUBI).**

- Technology company that automates the buying and selling of advertising: learning algorithms, cloud computing, 75,000+ CPU cores, processing 12 trillion bids per month
- Joined board pre-IPO. IPO completed in April 2014; with lead underwriters Goldman Sachs, Morgan Stanley

**2007 – Member of Special Litigation Committee. Public manufacturing company**

- Served as one of two independent members of Special Litigation Committee of public manufacturing company that investigated, evaluated and reported to the board on a threatened shareholder derivative suit alleging disclosure and financial reporting fraud

**2005-present – Independent Advisor; Accounting and Investigations Expert**

- Substantial participation in board and committee meetings and deliberations, particularly in enterprise-level risk situations. In working with boards:
  - Gives independent advice on wide-ranging issues, including accounting and financial reporting
  - Presents possible scenarios of potential actions by regulators and litigants
  - Assesses performance of officers, employees, auditors and advisors
  - Recommends specific board actions for improved corporate governance and enterprise risk

## **PROFESSIONAL EXPERIENCE**

**2014-present – Senior Managing Director and Co-Founder, Athena Advisors LLC**

- Provides independent business advisory services in a wide range of industries

- Services include forensic and litigation consulting, strategic planning, board of directors services, and merger & acquisition consulting

Oct 2005-Dec 2013 – **Senior Managing Director, FTI Consulting, Inc. (NYSE:FCN)**, global business advisory firm

- Responsible for Los Angeles office practice:
  - Responsible for revenue generation, Los Angeles office practice P&L and personnel
  - Maintained profitability every year, including during global financial crisis
  - Awarded FTI Forensic and Litigation Consulting Strategic Award
- Responsible for profitability contribution to global practice:
  - Generated engagements that employed teams throughout U.S. and internationally
  - Every engagement originated generated profit for global practice
  - Rotating member of practice five-person promotion committee
  - Awarded FTI Forensic and Litigation Consulting Client Service Award
- Worked with boards and committees and their legal counsel in complex crisis driven situations that impact the financial and organizational health of the business. Outstanding reputation:
  - As an expert in accounting, financial reporting and disclosure, and related processes
  - As an expert in complex international financial, anti-bribery and anticorruption investigations
  - As an expert in risk analysis, assessment and mitigation
  - Identifying critical financial, personnel and organizational issues
  - Working collaboratively to develop scenario based strategies; strategic responses, direction, and communications; and strategic and tactical action plans

#### **Selected Engagements:**

- For Top 5 banking institution with total assets of \$2.4 trillion:
  - Client relationship senior managing director in connection with providing residential mortgage-backed securities expertise for defense of 80+ RMBS litigations
  - Liaison senior managing director with 12+ law firm defense team and in-house lawyers
  - Provided oversight of the FTI teams providing securitization and loan portfolio analyses, technological expertise, mortgage industry experience, expert testimony
- For NYSE-listed technology company with annual revenue of \$15 billion and 100,000 employees in 80 countries:
  - Led multidisciplinary international team that investigated possible violations of U.S., U.K. and other countries' anti-bribery and anticorruption laws
  - Made recommendations for improved policies, procedures and controls
  - Provided comprehensive critical analysis of potential consequences of a violation, including possible legal actions and consequential financial and operational impacts to the business, e.g. potential contract breaches, ineligibility for business with existing clients, disclosure obligations, monetary penalties
- For global investment banking firm:
  - Led teams that performed selected due diligence in connection with securities offerings and M&A transactions for middle market companies with international operations in a variety of industries
- For a Registered Investment Adviser and Broker/Dealer:
  - Led team that performed comprehensive assessment of compliance practices and procedures and internal accounting controls; recommended improvements

- Provided monitoring oversight as Independent Consultant in SEC settlement
- In the defense of a Big Four audit firm concerning audit of Top 5 banking institution with total assets of \$1.8 trillion:
  - Assisted counsel following an SEC investigation into the valuation and accounting for complex financial instruments and international investments including in offshore bank
  - Prepared expert report that was submitted to the SEC Staff
  - Although the SEC brought action against company and officers, after receiving auditors' defense submission that included the expert report, Staff recommended and the SEC took no action against the Big Four firm or its personnel
- In the defense of former CEO of public technology company:
  - SEC alleged illegal insider trading with respect to purported material non-public information concerning revenue guidance included in press releases
  - Provided expert report and deposition in federal securities litigation
  - Jury found in favor of client and the complaint was dismissed
- For an NYSE-listed international manufacturer with market cap of \$10+ billion:
  - Evaluated management's risk assessment process; internal audit's controls testing plan, process and findings; and management's assessment of the effectiveness of internal controls over financial reporting
  - With legal counsel, reported findings to the SEC, which led to the SEC Division of Enforcement closing its inquiry
- For an NYSE-listed international professional services company:
  - Led team to ascertain whether the company had engaged in improper earnings management
  - Provided accounting and regulatory investigation resolution expertise; and recommendations for improved policies, procedures and internal controls
  - Provided strategic and tactical advice to the audit committee and legal counsel
  - Due to her reputation for high integrity, strong leadership and interpersonal skills, and focus on overall strategy and objectives, was instrumental in guiding (i) the outside auditors to well-reasoned conclusions favorable to the company, and (ii) the SEC to close its investigation with minimal disruption to the business

Jan 1995-Oct 2005 – U.S. Securities and Exchange Commission, Division of Enforcement, Pacific regional office, Los Angeles, CA – 1999-2005 – Regional chief enforcement accountant; 1998-2005 – Branch chief; 1995-1998 – Enforcement CPA

- Had responsibility for and provided oversight of interpretation of generally accepted accounting principles (GAAP) and generally accepted auditing standards (GAAS) by regional staff and for policy consistency with Washington, DC-based chief accountants
- Provided substantive oversight of region's financial fraud and audit failure enforcement program and integration of program with SEC's regulatory objectives
- Led regional Enforcement CPAs and co-led hundreds of inquiries and investigations involving a wide range of industries, transactions and entities on matters related to possible fraud and other securities laws violations, including: accounting, auditing, broker/dealers, financial disclosures including MD&A, financial reporting, insider trading, internal controls, market manipulation, Registered Investment Advisers, Registered Investment Companies, securities offerings

- Monitored and evaluated audit and special committee investigations; assessed competence of directors and advisors, adequacy of internal controls, and sufficiency of risk mitigation remedial actions
- Recommended whether to initiate investigations, developed case theories, designed investigation plans, supervised investigative work, evaluated evidence, and recommended whether and what enforcement action should be taken against companies, directors, officers, employees, corporate and independent accountants, in-house and outside legal counsel and other third parties
- Negotiated settlements and settlement documents with companies, their officers and employees, auditors, and other parties

Dec 1991-Dec 1994 – Accountant/assistant controller, Santa Fe Pacific Pipeline Partners, publicly traded and regulated refined petroleum products pipeline, acquired by Kinder Morgan in 1998

- Responsible for budgeting and analysis; monthly accounting closings; SEC compliance reporting; Federal Energy Regulatory Commission (FERC) reporting and related ratemaking analyses; and estimating financially significant environmental liabilities concerning dozens of legacy railroad contaminated sites
- Finance department member of multidisciplinary task force to evaluate existing processes and organizational structure, and recommend company-wide processes and structure to streamline operational and administrative activities throughout the business

June 1988-Nov 1991 – Deloitte & Touche LLP, international Big Four public accounting firm

- Managed audit and due diligence teams; in several client crisis situations, served as acting or interim CFO or Corporate Controller

June 1983-May 1988 – The Anschutz Corporation, Denver CO, privately held, primarily (at the time) oil and gas upstream and midstream – June 1983-Dec 1987 – Joint Interest Billing Supervisor (youngest and only non-degreed manager); Jan 1988-May 1988 – Special Projects Consultant for SVP – Finance (part-time to attend school full-time)

- At age 21, held title of Joint Interest Billing Supervisor with of staff of 20+ at headquarters and branch offices
- Managed JIB accounting department; responsible for oil and gas lease accounting; provided management reporting and analyses; handled disputes with suppliers and difficult collections; provided estimates of future expenditures for tax planning and income tax returns
- Responsible for accounting for pipelines, railroads, private art collection
- Special projects, such as reconstructing 10 years of transactions for producing field in Italy to determine company's tax basis in connection with sale of the property

June 1980-May 1983 – Hamilton Brothers Oil Company, Denver CO, privately held oil and gas exploration and production company – June 1980-Sept 1982 – Joint Interest Billing clerk; January 1983-May 1983 – rehired as Revenue Accountant (Oct 1982-Dec 1982 at Semester at Sea Program)

## **PERSONAL AND PROFESSIONAL ATTRIBUTES**

- Client-described “gold standard” integrity; outstanding professional reputation; sound judgment; mature and calm professionalism; and intuitive yet critical thinker
- Outstanding communication, collaboration and relationship skills
- Steadfast focus on overall strategies and objectives to advance business success

## **CERTIFICATIONS, PROFESSIONAL AWARDS AND AFFILIATIONS, EDUCATION**

- Certified Public Accountant
- National Association of Corporate Directors (NACD) Governance Fellow
- Completed NACD Cyber-Risk Oversight Program; earned CERT Certificate in Cybersecurity Oversight issued by Software Engineering Institute of Carnegie Mellon University
- Selected four years in a row as one of top Forensic Accountants globally, by independent research partner of ABA Section of International Law and of International Bar Association – *International Who’s Who of Investigations Lawyers & Forensic Experts*, for 2014-2017
- Received SEC Chairman’s Award of Excellence
- Member, NACD
- Member, Women Corporate Directors
- Member, Women in the Boardroom
- Member, Association of Securities and Exchange Commission Alumni
- Associate Member, American Bar Association
- Member, American Institute of Certified Public Accountants
- Periodic speaker and panelist for director, accounting, and legal organizations
- B.S. Business Administration, Major in Accounting, with honors, Univ. of Colorado, Denver