



Corporate Governance: One Size Does Not Fit All

FOLEY'S SIXTH ANNUAL NATIONAL DIRECTORS INSTITUTE PROGRAM AGENDA MARCH 8, 2007

Time	Topic
7:00 a.m.	Registration and Continental Breakfast
7:45 a.m.	Program Introduction Steven Barth, Program Chair, Foley & Lardner LLP
8:00 a.m.	Foley Welcome Ralf Böer, Chairman and CEO, Foley & Lardner LLP
8:10 a.m.	Director & Officer Liability Trends Gordon (Chip) Davenport III, Foley & Lardner LLP Dan Fortin, CNA Financial Corporation Mike Rice, Aon Corporation
9:00 a.m.	Institutional Shareholder Issues for the 2007 Proxy Season Patrick McGurn, Institutional Shareholder Services
10:00 a.m.	BREAKOUT SESSION I
	The Art of The Analyst Conference Call and Earnings Forecasts – To Guide or Not Guide Steve Calk, Ashton Partners Charles Hansen, Saks, Inc. Julie Howard, Navigant Consulting, Inc. Linda Kelso, Foley & Lardner LLP Robert Lamm, FGIC Corporation John McGinty, UBS Securities LLC Ivan Sabel, Hanger Orthopedic Group, Inc.
	Board Considerations in Going Private or Going Dark Cary Kochman, UBS Securities, LLC Edward Pendergast, Pendergast & Company James Reddinger, UBS Securities, LLC Mark Tresnowski, Madison Dearborn Partners, LLC Peter Underwood, Foley & Lardner LLP
	Board Oversight of a New CEO George Bradt, PrimeGenesis Joe Griesedieck, Korn/Ferry International Thomas Hartman, Foley & Lardner LLP Randall Hogan, Pentair, Inc. David Webster, formerly with DeVry, Inc.
	Effective Director Recruitment Warren Batts, Methode Electronics, Inc. Sylvia Groves, Nexen Inc. Charles King, Korn/Ferry International Thomas Kissinger, The Marcus Corporation Christine Marx, The St. Joe Company Martin Traber, Foley & Lardner LLP

Topics and session times are subject to change.



Corporate Governance: One Size Does Not Fit All

Time	Topic
	Enterprise Risk Management – Risk Intelligence and Anti-Fraud Controls John Gimpert, Deloitte & Touche LLP Randy Nornes, Aon Corporation Brendan Sheehan, <i>Corporate Secretary</i>
	Executive and Board Compensation Trends David Chun, Equilar, Inc. Tim Flanigan, TYCO Michael Kesner, Deloitte Consulting LLP Patrick McGurn, Institutional Shareholder Services Jay Rothman, Foley & Lardner LLP David Schwartz, TECO Energy, Inc.
	Expanding Diversity in the Boardroom Teveia Barnes, Foley & Lardner LLP Linda Bolliger, Boardroom Bound Adela Cepeda, A.C. Advisory Services Pamela McElvane, P&L Group, Ltd. Donald Sykes, Action Associates Workforce Consulting, LLC
	International Compliance & Ethics – Coordination and Maximization Walker Allen, Elementis Worldwide Inc. Luis Ortega, Deloitte Financial Advisory Services LLP Deidra Gold, Wolters Kluwer North America Bobbie Gregg, Aon Corporation John Landis, Foley & Lardner LLP Paul Liebenson, Tellabs, Inc. Luis Machado, Wm. Wrigley Jr. Company
	Non-Profit Board Best Practices Stephen Cruise, UBS Securities LLC Daniel Hale, Trinity Health Janet Knupp, The Chicago Public Education Fund Richard Riley, Foley & Lardner LLP David Rowan, The Cleveland Clinic Foundation Michael Tiknis, Harris Theater for Music and Dance
	SEC Enforcement Trends Gregory Bruch, Foley & Lardner LLP Merri Jo Gillette, U.S. Securities and Exchange Commission Elizabeth Gray, Foley & Lardner LLP Howard Scheck, Deloitte Financial Advisory Services LLP Jonathan Schwartz, Cablevision

Topics and session times are subject to change.



Corporate Governance: One Size Does Not Fit All

Time Topic

11:15 a.m. **BREAKOUT SESSION II**

Audit Committee Overload

Arthur Bill, Foley & Lardner LLP
Patrick Condon, Deloitte & Touche LLP
James Kackley, director, Herman Miller, Inc., Orion Energy Systems, Ltd.,
and PepsiAmericas, Inc.
Isaac Kaufman, Hanger Orthopedic Group, Inc. and Kindred Healthcare, Inc.
Michael Matthews, Foley & Lardner LLP
Cheryl Mayberry McKissack, Nia Enterprises, LLC

Board Oversight of Data Privacy and Security

Joseph Boucher, Neider & Boucher, S.C.
Patrick Donnelly, Aon Corporation
Mark Foley, Foley & Lardner LLP
Rick Siebenaler, Deloitte & Touche LLP

The Board's Role in M&A

John Baumann, Steel Technologies Inc.
Steven Hilfinger, Foley & Lardner LLP
James Nappo, UBS Securities LLC
Matthew Parr, UBS Securities LLC
Ryan Urness, Navarre Corporation

Directors' Duties in the Zone of Insolvency

Julia Darlow, University of Michigan
Andrew Kramer, UBS Securities LLC
Keith Marchiando, formerly with DURA Automotive
Judy O'Neill, Foley & Lardner LLP
Michael Richman, Foley & Lardner LLP

Effective Director Recruitment

Warren Batts, Methode Electronics, Inc.
Sylvia Groves, Nexen Inc.
Charles King, Korn/Ferry International
Thomas Kissinger, The Marcus Corporation
Christine Marx, The St. Joe Company
Martin Traber, Foley & Lardner LLP

Majority Voting Update, Shareholder Democracy, and How Boards Should Respond to Hedge Funds and Activist Shareholders

Jeffrey Brown, Motorola, Inc.
James Duffy, NYSE
Richard Grubaugh, D. F. King & Co., Inc.
Patrick McGurn, Institutional Shareholder Services
Patrick Quick, Foley & Lardner LLP

Topics and session times are subject to change.



Corporate Governance: One Size Does Not Fit All

Time	Topic
	Private Company Board Governance Stephen Cruise, UBS Securities LLC Glen Hackmann, Robert W. Baird & Co., Inc. Jeff Klein, Equity Group Investments, LLC William Kunkler, CC Industries, Inc. Edwin Mason, Foley & Lardner LLP
	What Private Equity Firm Directors Need to Know Paul Broude, Foley & Lardner LLP Sean Eagle, American Capital Strategies James Reddinger, UBS Securities, LLC Allen (Sandy) Williams, Foley & Lardner LLP
12:15 p.m.	LUNCH
	OPTIONAL Lunch & Learn Sessions
	Alternative Equity Markets – AIM David Dolezal, UBS Securities LLC Will Frame, Deloitte & Touche Corporate Finance LLC Todd Pfister, Foley & Lardner LLP
	The Boardroom Climate on Climate Change Peter Breistone, Aon Corporation William Ferretti, Chicago Climate Exchange, Inc. Steve Kline, PG&E Corporation Katherine Lazarski, Foley & Lardner LLP Larry McBride, Foley & Lardner LLP Howard Sharfstein, Kimberly-Clark
	Compensation and Other Sensitive Boardroom Tax Issues Donald Adler, CF Industries Holdings, Inc. Carl Fortner, Foley & Lardner LLP Leo Henikoff, Rush University Medical Center Norma Lauder, University of Illinois Bryan Slone, Deloitte Tax LLP Michael Woolever, Foley & Lardner LLP
	D&O Insurance – Advanced Issues Gordon (Chip) Davenport III, Foley & Lardner LLP Dan Fortin, CNA Financial Corporation Ethan Lenz, Foley & Lardner LLP Mike Rice, Aon Corporation Steve Shappell, Aon Corporation
	Foreign Corrupt Practices Act Developments Luis Ortega, Deloitte Financial Advisory Services LLP Sharie Brown, Foley & Lardner LLP Israel Floyd, Hercules Incorporated Eric Hinton, Caterpillar, Inc. Joseph Perkins, Cummins, Inc. Javier Robles, Western Union

Topics and session times are subject to change.



Corporate Governance: One Size Does Not Fit All

Time	Topic
	Research Analyst Views of Corporate Governance Fred Bratman, Hyde Park Financial Communications Richard Grubaugh, D. F. King & Co., Inc. John McGinty, UBS Securities LLC Elizabeth Saunders, Ashton Partners
1:15 p.m.	BREAKOUT SESSION III
	Board Oversight of Corporate Culture James Duffy, NYSE Gregory Holland, MPS Group, Inc. Michael Kirwan, Foley & Lardner LLP Alice Peterson, Syrus Global Mary Sawall, Huron Consulting
	The Board's Role in Defending Against Hostile Bids Bryan Armstrong, Ashton Partners Justin Friesen, UBS Securities LLC Richard Grubaugh, D. F. King & Co., Inc. Charles Hansen, Saks, Inc. Cary Kochman, UBS Securities LLC Steven Vazquez, Foley & Lardner LLP
	The Board's Role in Deciding Whether to Go Public Curt Creely, Foley & Lardner LLP Daniel Klausner, UBS Securities LLC David Peralta, NanoBio Corporation Rod Ruston, North American Energy Partners Inc. Elizabeth Saunders, Ashton Partners Jason Wortendyke, UBS Securities LLC
	Disclosure Committee Best Practices Jeffrey Brown, Motorola, Inc. Patrick Daugherty, Foley & Lardner LLP Janet Kelley, Family Dollar Stores, Inc. Luis Machado, Wm. Wrigley Jr. Company
	Effective Board Evaluations Jessica Allen, Foley & Lardner LLP Warren Batts, Methode Electronics Jon Chait, Hudson Highland Group Madeleine Condit, Korn/Ferry International Mary Hill Leahy, Journal Communications, Inc. John Zecca, NASDAQ

Topics and session times are subject to change.



Corporate Governance: One Size Does Not Fit All

Time	Topic
	Executive and Board Compensation Trends David Chun, Equilar, Inc. Tim Flanigan, TYCO Michael Kesner, Deloitte Consulting LLP Patrick McGurn, Institutional Shareholder Services Jay Rothman, Foley & Lardner LLP David Schwartz, TECO Energy, Inc.
	Internal Investigations in 2007 – Current Strategies, Optimal Procedures Jerry Barbanel, Aon Corporation Bryan House, Foley & Lardner LLP Amy Jones, McDonald's Corporation John Landis, Foley & Lardner LLP Corey Martens, Deloitte Financial Advisory Services LLP Jerome Okarma, Johnson Controls, Inc. David Skidmore, NCR Corporation
	Update From the PCAOB Jarett Decker, Public Company Accounting Oversight Board Daniel Goelzer, Public Company Accounting Oversight Board
	What Your Board Needs to Know About IT James Kalyvas, Foley & Lardner LLP Ellen Koplow, TD AMERITRADE Ken Porrello, Deloitte Consulting LLP
	Why Do Institutional Shareholders Sue You? Jane Hamblen, State of Wisconsin Investment Board Darren Robbins, Lerach Coughlin Stoia Geller Rudman & Robbins LLP Nancy Sennett, Foley & Lardner LLP Steve Shappell, Aon Corporation
2:30 p.m.	Boardroom Best Practices Mark Angelson, RR Donnelley Jon Chait, Hudson Highland Group, Inc. Benjamin Garmer, Foley & Lardner LLP Christie Hefner, Playboy Enterprises, Inc. Randall Hogan, Pentair, Inc. Cary Kochman, UBS Securities LLC Patrick Ryan, Aon Corporation
3:15 p.m.	Keynote Address Michael Oxley, former U.S. Congressman, past chairman of the House Committee on Financial Services and co-author of the Sarbanes-Oxley Act
3:45 p.m.	Cocktail Reception Sponsored by Korn/Ferry International

Topics and session times are subject to change.