

GEORGETOWN LAW CLE

Your Authoritative Legal Resource from the Nation's Capital

In cooperation with the



12th Annual Corporate Counsel Institute



Justice Anthony Kennedy

March 6-7, 2008

Georgetown University Law Center
Washington, DC



11.5 CLE credit hours
(60 minute hour), including 2.0 of legal ethics
14.0 CLE credit hours
(50 minute hour), including 2.0 of legal ethics

Agenda

Institute Summary

Georgetown Law CLE and the Association of Corporate Counsel (ACC) have developed a practical, relevant and comprehensive two-day program designed to help you address your challenges. Our national Advisory Board has created an agenda that combines critical substantive law updates with pragmatic tips on how to perform your job more effectively.

11.5 CLE credit hours (60 minute hour), including 2.0 of legal ethics

14.0 CLE credit hours (50 minute hour), including 2.0 of legal ethics

Thursday, March 6

■ 8:00-8:45 am

Registration & Continental Breakfast

Sponsored by Capital Legal Solutions

■ 8:45-9:00 am

Welcome and Introduction

Lawrence J. Center, Georgetown Law CLE
Marc Gary, Chair, Advisory Board
Frederick J. Krebs, President, ACC

■ 9:00-9:45 am

Keynote Address

Hon. Anthony M. Kennedy



■ 9:45-10:15 am

Networking Break

Sponsored by Axiom Legal

■ 10:15-11:30 am

Supreme Court Review and Preview

Moderator: Prof. Richard J. Lazarus

Panelists: Hon. Paul D. Clement
Seth P. Waxman

- Review of important decisions affecting corporations
- The Court's securities docket this term
- The likely impact of the Court's labor and employment discrimination decisions
- The patent docket and its expansive implications
- Additional cases in-house counsel should track

■ 11:30 am-12:30 pm

Antitrust Update: Enforcement Priorities & Government Perspectives on Supreme Court Decisions

Moderator: Prof. Robert Pitofsky

Panelists: Hon. Thomas O. Barnett
Hon. Deborah Platt Majoras

- National enforcement priorities
- International antitrust developments corporations should monitor
- Comments on recent major cases

■ 12:30-1:45 pm

Institute Luncheon

Hon. Mel Martinez (Invited)

Sponsored by Navigant Consulting, Inc.

■ 1:45-2:00 pm

Networking Break

Sponsored by Axiom Legal

■ 2:00-3:00 pm

Break-out sessions

A. Compliance - Part I: Harnessing the Sentencing Guidelines to Build a Successful Program

Moderator: Beth Byster Corvino

Panelists: Deidra D. Gold
V. Scott Killingsworth

- Getting the board on board - Fiduciary duty and resource allocation
- Beyond sentencing - The wider world of compliance incentives
- Risk assessment and resource prioritization
- Operationalizing compliance by mapping the guidelines to business processes
- Best practices and benchmark creep
- Small, private, and non-profit entities
- Compliance is not a department - Bridging organizational boundaries

B. Employment Law Update: The Internet & The Workplace

Moderator: Christine Zebrowski

Panelists: Angeline G. Chen
William P. Flanagan
Arnold H. Pedowitz
Eric D. Reicin

- Pre-employment - Use of Internet searches to make pre-employment decisions (including blogs, Google, MySpace, and Facebook) and rescission of job offers based on information found on the Internet
- During employment - Is it concerted activity under the National Labor Relations Act?, personal e-mail, blogging, and IMing at work, official corporate blogging, and release of information (not necessarily confidential) on the Web, but critical of the company or its officials
- Off duty activities on the Web - Post-employment and when do you not hire, terminate, or litigate?

C. Campaign Finance, Ethics, and Lobbying Laws You Need to Know

Moderator: Scott E. Thomas

Panelists: David B. Kolker
Robert L. Walker (Invited)

- How to comply with the FEC's (and state) rules concerning contribution limits, disclosures, bundling and fundraising activities, and other compliance issues
- Understanding the new ethics rules adopted by Congress and how they impact lobbying activities, gifts to members, fundraising activities and other interactions with the legislative branch
- Ensuring compliance with the Lobbying Disclosure Act's requirements applicable to in-house lobbyists, as well as those consultants/lobbyists retained to lobby on behalf of a client

■ 3:00-3:15 pm

Networking Break

Sponsored by Axiom Legal

■ 3:15-4:15 pm

Break-out Sessions

A. Compliance - Part 2: Compliance for Companies Doing Business

Moderator: Sharie A. Brown

Panelists: E. Scott Gilbert
Anne Nobles
Martin J. Wong

- The operational and implementation challenges that companies face as they try to run compliance programs across borders
- Developing codes of conduct, audit/investigation rules, whistleblower hotlines, training and other practical components
- The challenges of internationalizing U.S.-based rules
- Risk considerations such as conflicts of laws, cultural issues, and the importance of internal stakeholders

B. How Major Changes in Patent Law Will Impact Corporations

Moderator: G. Brian Busey

Panelists: Brian E. Ferguson
C.M. Tokè Vandëvoort
Herb Walmsley

- What are the likely effects of the Patent Reform Legislation on business?
- After *Seagate* should corporations worry about damages being enhanced (trebled) for willfulness?
- Has the Supreme Court in *KSR* and other recent decisions devalued corporate patent portfolios?
- Do corporations no longer need to be worried about being held up by patent trolls?
- What keeps in-house IP counsel awake at night (other than the neighbor's dog)?

C. Mars and Venus: Understanding the Perspective of the Other Side in the In-House/Outside Counsel Relationship

Panelists: Karen Litsinger
Curtis P. Lu
Kurt Wimmer

- An open and candid discussion between in-house counsel and their law firm advisors
- What are the business realities that drive the behavior of law firms and companies?
- How can you reconcile in-house budget constraints with law firm profitability pressures?
- How do you find a good match - Are RFP's the right method?
- Can we agree on a common definition of a "conflict"?
- What is a "quality" work product from each perspective?

■ 4:15-4:30 pm Networking Break

■ 4:30-5:30 pm Priorities and Trends at the SEC

Moderator: John P. Hartigan

Panelists: Martin P. Dunn
Shelley E. Parratt
Linda Chatman Thomsen

- Lessons from the options backdating cases
- Liability of officers, directors and lawyers
- SEC joint initiatives and cooperation with the DOJ
- Experience with the new e-proxy rules
- Executive compensation disclosure
- Shareholder access and ability to nominate directors on management's proxy
- Small business initiatives

■ 5:30-6:45 pm Networking Cocktail Reception

Sponsored by Kroll

■ 6:45-9:30 pm Advisory Board, Speaker & Patron Dinner

Sponsored by Attenex

Friday, March 7

■ 8:30-9:00 am Continental Breakfast

■ 9:00-11:00 am Ethics Roundtable

Moderator: Prof. Richard W. Painter

Panelists: James B. Comey
Keith T. Darcey
Carol Ann Petren
Hon. E. Norman Veasey

- Communication with corporate officers
- Communication with directors
- The role of corporate counsel in directors and officers' duty to monitor after *Caremark* and *Stone v. Ritter*
- Sarbanes-Oxley issues in 2008

■ 11:00-11:30 am Networking Break

■ 11:30-12:30 pm Break-out Sessions

A. Compliance - Part 3: Effectively Using and Maintaining Productive Relationships with Internal and External Auditors

Moderator: James R. Doty

Panelists: Robert Blakely
W. Barry Mabry
Hon. Charles D. Niemeier

- SOX realities - Are they causing the demise of the 1970's era FAS 5 Accord?
- What realistically can inside counsel do when audit standards and practice yield few definitive answers?
- How to ensure that auditors stay focused on real risks and truly material errors
- Distinguishing roles - The GC, the audit committee and the controller
- How best to resolve disagreements between auditor and client

B. Follow the Money-Tips for Doing Business Internationally

Moderator: Ann Marie Plubell

Panelists: Mary S. Elcano
Jeffrey W. Ferguson
Michael O'Neill (Invited)

- Getting it - How to raise money for international ventures while avoiding legal pitfalls: including bond issuance, IPO, working with foreign regulators
- Giving it - Investing your company's assets in foreign markets, including M&A, FDI, purchase of goods and services in non-profit and for-profit ventures and OFAC, etc.
- Getting it back - How to repatriate profits, reinvest through foreign ventures into the U.S., tax issues, CFIUS, etc.

C. Media Relations: What Every Corporate Counsel Needs to Know

Moderator: Louis J. Briskman

Panelists: T.R. Goldman
Reid H. Weingarten
Amy Weiss

- The role and importance of corporate counsel in media relations
- Building and maintaining credibility, likeability and believability with the media
- How to effectively manage the news media amidst class action litigation, Congressional hearings, SEC investigations, CEO misconduct, high-stakes mergers and other business disruptions or crises
- Taking the offense - How to use surrogates, blogs, earned media, external allies and other measures in media relations
- Working effectively with media and public relations experts to define, deliver and maintain a consistent message with the media

continued—

Agenda

continued

■ 12:30-12:50 pm

Box Lunch Distribution

Sponsored by Ernst & Young LLP

■ 12:50-2:00 pm

Break-out Sessions

A. How to Manage E-Discovery in Most Litigation in a Cost-Effective Manner

Co-Moderators: Joseph M. Aronds
Ronald J. Hedges

Panelists: Thomas P. Kurz
Stephanie Mendelsohn
Andy C. Ruckman

- Effective use of inside and outside counsel to achieve efficiencies and cost controls
- Obligations imposed on outside counsel under rules and case law
- The role of in-house counsel
- Effective implementation of litigation holds
- Early case evaluation as a means to understand, plan for, and control the costs
- Real life examples of electronic discovery issues: successes and pitfalls
- Costs of compliance with electronic discovery and methods to control such costs
- The role of expert witnesses and consultants
- Rules and case law on cost-shifting
- Third-party obligations

B. A Mile Wide and an Inch Deep: Things Every Small Law Department General Counsel Needs to Know

Panelists: Courtney Ingrassia Barton
Julienne A. Bramesco
Ronald W. Peppe II
Kenneth A. Sprang

No one can be an expert in everything, but a small department needs to be able to effectively manage a broad range of issues. This session will focus on best practices to manage legal issues in four big areas that apply to any company:

- Employment and labor law
- Intellectual property
- Discovery and e-discovery readiness
- Risk management and insurance

C. Addressing the Legal Challenges of Climate Change

Moderator: Gilbert E. Keteltas

Panelists: Kathleen M. Hennessey
Steven M. Morgan

This current combination of litigation and piecemeal regulation presents the in-house lawyer with diverse challenges in areas of law including: environmental, securities, insurance coverage, international and transactional. This panel of thought leaders in climate law will discuss:

- The range of legal questions facing corporations and their in-house counsel
- The prospects for climate litigation, including emerging legal theories and how they are likely to play out in court
- How in-house counsel can minimize risks and maximize opportunity in this uncertain and rapidly-changing legal environment
- Marshalling and managing the corporate resources necessary to establish the company's carbon footprint

■ 2:00-2:15 pm

Networking Break

■ 2:15-3:15 pm

C-Suite Issues and the Law Department

Moderator: Michael J. Chagares

Panelists: Odell Guyton
Victoria Harker
Anastasia D. Kelly
David P. King

- Identifying emerging roles and responsibilities of various governance,

risk and control functions e.g., corporate governance; risk management (in all its forms); audit; financial and internal controls; ethics; compliance; legal; investigations; corporate responsibility

- Defining and differentiating roles and responsibilities of these functions with particular attention to the role of the CLO/GC/Law Department vis-à-vis all of these functions
- Establishing effective organization, oversight, coordination, and communication protocols over these functions within the "C-Suite"
- Ensuring that these functions perform efficiently as well as effectively, so that the company can make money as well as stay out of trouble

■ 3:15-4:30 pm

General Counsel Roundtable: Things That Keep You Up at Night

Moderator: Frederick J. Krebs

Panelists: James C. Fontana
Michael D. Fricklas
Simone Wu

- Enterprise risk management
- Compliance and how to structure
- Knowledge Management - Records retention, e-discovery and privacy
- Retain and motivate staff
- Investigations
- Relationship with the board
- Personal liability overlays every issue these days

■ 4:30 pm

Adjournment

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Speakers

Keynote Speaker

Hon. Anthony M. Kennedy
Associate Justice
Supreme Court of the United States
Washington, DC

Luncheon Speaker

Hon. Mel Martinez (Invited)
United States Senate
Washington, DC

Government Speakers

Hon. Thomas O. Barnett
Assistant Attorney General
Antitrust Division
U.S. Department of Justice
Washington, DC

Hon. Paul D. Clement
Solicitor General of the
United States
U.S. Department of Justice
Washington, DC

Thomasenia P. Duncan (Invited)
General Counsel
Federal Election Commission
Washington, DC

Hon. Deborah Platt Majoras
Chairman
U.S. Federal Trade Commission
Washington, DC

Hon. Charles D. Niemeier
Public Company Accounting
Oversight Board
Washington, DC

Shelley E. Parratt
Deputy Director
Division of Corporation Finance
U.S. Securities & Exchange
Commission
Washington, DC

Linda Chatman Thomsen
Director
Division of Enforcement
U.S. Securities and Exchange
Commission
Washington, DC

Robert L. Walker (Invited)
Chief Counsel & Staff Director
Senate Ethics Committee
U.S. Senate
Washington, DC

Professors

Prof. Richard J. Lazarus
Georgetown University
Law Center
Washington, DC

Prof. Richard W. Painter
University of Minnesota
Law School
Minneapolis, MN

Prof. Robert Pitofsky
Georgetown University
Law Center
Washington, DC

Private Practitioners & In-House Counsel

Joseph M. Aronds
Assistant Vice President and
Assistant General Counsel
Hartz Mountain Industries, Inc.
Secaucus, NJ

Courtney Ingraffia Barton
Vice President,
Industry Relations
LexisNexis Applied Discovery
Washington, DC

Robert Blakely
Chief Financial Officer
Fannie Mae
Washington, DC

Julienne W. Bramesco
General Counsel
Colonial Parking
Washington, DC

Louis J. Briskman
Executive Vice President &
General Counsel
CBS Corporation
New York, NY

Sharie A. Brown
Foley & Lardner LLP
Washington, DC

G. Brian Busey
Morrison & Forester, LLP
Washington, DC

Michael J. Chagares
Director, Enterprise Risk
Consulting
Marsh USA, Inc.
Washington, DC

Angeline G. Chen
Assistant General Counsel
Lockheed Martin Corporation
Bethesda, MD

James B. Comey
Senior Vice President &
General Counsel
Lockheed Martin Corporation
Bethesda, MD

Beth Byster Corvino
Executive Vice President
(Former)
Laidlaw International, Inc.
Burr Ridge, IL

Keith T. Darcy
Executive Director
Ethics & Compliance
Officers Association
Waltham, MA

James R. Doty
Baker Botts, LLP
Washington, DC

Martin P. Dunn
O'Melveny & Myers, LLP
Washington, DC

Mary S. Elcano
General Counsel and
Corporate Secretary
American Red Cross
Washington, DC

Brian E. Ferguson
McDermott Will & Emery LLP
Washington, DC

Jeffrey W. Ferguson
General Counsel
Carlyle Group
Washington, DC

William P. Flanagan
Hogan & Hartson LLP
McLean, VA

James C. Fontana
Senior Vice President,
General Counsel & Secretary
Alion Science & Technology
Corporation
McLean, VA

Michael D. Fricklas
Executive Vice President,
General Counsel and Secretary
Viacom, Inc.
New York, NY

E. Scott Gilbert
Senior Vice President,
Chief Compliance Officer
Marsh & McLennan
Companies, Inc.
New York, NY

Deidra D. Gold
Executive Vice President &
General Counsel
Wolters Kluwer North
American Shared Services
Riverwoods, IL

T.R. Goldman
Senior Editor
Roll Call
Washington, DC

Odell Guyton
Director of Compliance and
Senior Corporate Attorney
Office of Legal Compliance,
Legal & Corporate Affairs
Microsoft Corporation
Redmond, WA

Victoria Harker
Executive Vice President and
Chief Financial Officer
AES Corporation
Arlington, VA

John P. Hartigan
Morgan Lewis & Bockius, LLP
Los Angeles, CA

Ronald J. Hedges
Nixon Peabody LLP
New York, NY

Kathleen M. Hennessey
Senior Manager,
Government Relations
Chrysler LLC
Washington, DC

Anastasia D. Kelly
Executive Vice President,
General Counsel & Secretary
AIG
New York, NY

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Howery, LLP
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V. Scott Killingsworth
Powell Goldstein LLP
Atlanta, GA

David P. King
President & Chief Executive Officer
Laboratory Corporation
of America Holdings
Burlington, NC

David B. Kolker
Acting Associate
General Counsel
The Federal Election
Commission
Washington, DC

Frederick J. Krebs
President
Association of Corporate Counsel
Washington, DC

Thomas P. Kurz
Deputy General Counsel
SYSCO Corporation
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Karen Litsinger
Sonnenschein Nath &
Rosenthal LLP
Washington, DC

Curtis P. Lu
Senior Vice President and Principal
Deputy General Counsel
Fannie Mae
Washington, DC

W. Barry Mabry
Ernst & Young LLP
New Orleans, LA

Stephanie Mendelsohn
Director, Corporate Records &
Electronic Discovery
Genentech
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Steven M. Morgan
Vice President and
Assistant General Counsel
Waste Management, Inc.
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Anne Nobles
Vice President, Compliance and
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Michael O'Neill (Invited)
Senior Vice-President &
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Lenovo
Morrisville, NC

Arnold H. Pedowitz
Pedowitz & Meister, LLP
New York, NY

Ronald W. Peppe II
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Canam Steel Corporation
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Executive Vice President &
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CIGNA Corporation
Philadelphia, PA

Ann Marie Plubell
Plubell Law Firm LLC
Washington, DC

Eric D. Reicin
Vice President & Deputy
General Counsel
Sallie Mae, Inc.
Reston, VA

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Managing Director
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Washington, DC

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Psychiatric Institute of Washington
Washington, DC

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AIG

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Macrovision Corporation

Christine Zebrowski
Overbrook Law Group LLC

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Hyatt Regency Washington on Capitol Hill
400 New Jersey Avenue, NW
Washington, DC 20001
Phone: (800) 233-1234
Room rate: \$279/single or double

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Georgetown Law CLE makes every effort possible to provide equal educational opportunities to all. We provide a limited number of scholarships on a case-by-case basis. Apply online at www.georgetowncle.org or submit written request no later than 5:00 pm on Friday, February 15, 2008 to:

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Washington, DC 20001
or fax to (202) 662-9891

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Please fax your cancellation notice to (202) 662-9891 by 5:00 pm on Monday, March 3, 2008 for a refund (less \$75 administrative fee). Rain checks for a future program will be granted for cancellations received after March 3 and prior to the start of the program. Substitutions are accepted at anytime prior to the program.

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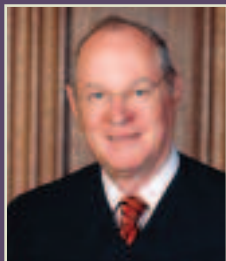
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