

PRIVATE CLUB

545 SOUTH FIGUEROA STREET, LOS ANGELES, CALIFORNIA

28TH ANNUAL INSTITUTE

TUESDAY, DECEMBER 1, 2009

USC | LAW
UNIVERSITY
of SOUTHERN
CALIFORNIA



LACBA
LOS ANGELES COUNTY
BAR ASSOCIATION
Corporate Law Departments Section

USC GOULD SCHOOL OF LAW – LACBA CORPORATE LAW DEPARTMENTS SECTION

IC09

INSTITUTE FOR CORPORATE COUNSEL

WHERE LAW, BUSINESS AND POLITICS INTERSECT

Survival Tips for Corporate Counsel Professionals
The New World Order: Adjusting to New Regulations,
the New Administration and the New Economy

LUNCHEON KEYNOTE SPEAKER
John Chiang
California State Controller

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2009 INSTITUTE FOR CORPORATE COUNSEL

The New World Order: Adjusting to New Regulations,
the New Administration and the New Economy

**ENERGIZE YOUR PRACTICE WITH THE LATEST INFORMATION
AND CRITICAL TIPS!**

Join Us

For 28 years, the Institute for Corporate Counsel has been the premier event at which in-house and outside counsel gather to compare notes, keep abreast of key legal developments and network with colleagues. Join the USC Gould School of Law, the Los Angeles County Bar Association Corporate Law Departments Section, the Institute for Corporate Counsel, California State Controller John Chiang, two judges, five general counsel, and prominent practitioners at the most valuable event of the year for in-house and outside corporate counsel.

Exceptional Networking with Experienced Professionals

Meet and share stories with your peers at morning and afternoon breaks, the keynote luncheon and a late afternoon networking party.

Take-Aways and Practical Advice

To represent our clients, regardless of whether we are in-house or at a law firm, we must understand the business environment in which our clients operate. The Institute will focus on how to adjust to new regulations, the new administration, and the new economy, providing take-aways and practical advice you can immediately incorporate into your practice. Concurrent tracks of programming will allow you to tailor the learning experience to meet your litigation or transactional needs.

Who Should Attend?

The Institute is crafted to meet the needs of **in-house counsel** and those **professionals who work with them**, including:

- Outside Attorneys • Accountants • Compliance Officers • Consultants
- Corporate Officers and Directors • Financial Planners • HR Professionals
- Investors • Legal Administrators • Legal Assistants • Legal Technology Specialists
- Librarians • Litigation Support Professionals

We encourage government employees and full-time law students to take advantage of the discounted registration rates.

SIGN UP NOW! Register online at <http://law.usc.edu/cle/icc>

Special thanks to the Black Women Lawyers Association of Los Angeles, Inc., the Business Law Section of the State Bar of California, LA Headquarters, the Mexican American Bar Association, the National Asian Pacific American Bar Association's In-House Counsel Committee and the South Asian Bar Association of Southern California.

Program CO09

TUESDAY, DECEMBER 1, 2009

9:45 – 10:00 AM Opening Remarks

Dennis P.R. Codon

INSTITUTE CHAIR
Robins, Kaplan, Miller & Ciresi L.L.P.

Leeanna Izuel

INSTITUTE EXECUTIVE DIRECTOR
Assistant Dean
Continuing Legal Education
USC Gould School of Law

10:00 – 11:15 AM President Obama's Regulatory Ramp Up

This has been a year of significant regulatory reform efforts. Join top outside and in-house counsel as they guide you through what you need to know about important developments in labor and employment law, changes in the executive compensation arena and the future of cap and trade regulation.

MODERATOR

Stephen E. Pickett

Senior Vice President and
General Counsel
Southern California Edison

PANELISTS

Nancy L. Abell

PaulHastings

James D. C. Barrall

Latham & Watkins LLP

J. William Ichord

Vice President,
Governmental Relations
Sempra Energy

11:15 – 11:30 AM Networking Break

11:30 AM – 12:30 PM

BREAKOUT SESSION 1A – LITIGATION TRACK

The Class Action Explosion

Federal class action filings in Southern California have increased dramatically in the wake of the Class Action Fairness Act of 2005, and the passage of Proposition 64 by California voters has failed to stem the tide of state court class action filings.

Effective management of class actions requires sophisticated risk assessment, creative lawyering, careful document preservation, and cutting edge defense strategies. A judge from the Los Angeles Complex Courts Program, a client whose size and industry have made it a frequent target of class action filings, and our plaintiff/defendant panel members will provide insights from both sides of the aisle into recent trends and techniques, and will share their practical insights.

MODERATOR

Deborah C. Saxe

Jones Day

PANELISTS

Reed R. Kathrein

Hagens Berman Sobol Shapiro LLP
Berkeley, CA

John F. Schultz

Vice President and
Deputy General Counsel, Litigation
Hewlett-Packard Company
Palo Alto, CA

William L. Stern

Morrison & Foerster LLP
San Francisco, CA

The Honorable Carl J. West

Los Angeles Superior Court

11:30 AM – 12:30 PM

BREAKOUT SESSION 1B – TRANSACTIONAL TRACK

Transactional Best Practices: Dealing with Professional Advisors

In an environment of increased focus on achieving corporate efficiencies, the relationships among in-house counsel and outside professionals continue to become more complex. Understanding and managing the interaction among lawyers, accountants and investment bankers who are part of the "team" can be key to a successful transaction. This panel will explore real world tensions that can exist in dealing with advisors and provide tips on how to mitigate these tensions.

Among the topics that will be discussed are: the roles of the respective team members; timing and scope of engagements; cost controls (or "whose budget does this fall in?"); conflicts; representation of various corporate constituencies; and the care and feeding of non-lawyers, including special issues with accounting firms and investment banks.

MODERATOR

C. N. Franklin Reddick III

Akin Gump Strauss Hauer & Feld LLP

PANELISTS

Eric Chen

Senior Vice President,
Corporate Finance
General Counsel
Aecom Technology Corporation

Simon M. Furie

Managing Director
Lazard Frères & Co. LLC

Timothy J. Lovoy

Partner
Deloitte & Touche LLP

12:30 – 2:00 PM

Luncheon and Keynote Presentation

John Chiang

California State Controller
Sacramento, CA



luncheon keynote speaker



JOHN CHIANG

CALIFORNIA STATE CONTROLLER

JOHN CHIANG was elected in November 2006 to serve as California's chief fiscal officer. Mr. Chiang oversees more than \$100 billion in annual receipts and disbursements of public funds and serves as the State's independent fiscal watchdog, using his broad audit authority to uncover fraud and abuse of taxpayer dollars and provide financial guidance to local governments.

As Controller, Mr. Chiang serves on 78 State boards and commissions that significantly impact California's economic health in areas such as development, employment, housing and the environment. He is the Chair of the Franchise Tax Board and the committee that provides financial oversight of California's multi-billion dollar stem cell program. Mr. Chiang also serves on the State Lands Commission and is a trustee of CalPERS and CalSTRS, two of the nation's largest public pension funds.

Mr. Chiang brings extensive experience and fiscal leadership to the State Controller's Office. He was first elected to the Board of Equalization in 1998 where he served two terms representing most of Los Angeles County, including three years as chair. While on the Board of Equalization, Mr. Chiang offered free tax assistance to working families, small businesses and nonprofits. He continues to offer this help as the Controller.

Mr. Chiang graduated with honors from the University of South Florida with a degree in Finance and received his law degree from the Georgetown University Law Center.

2:00 – 3:00 PM

BREAKOUT SESSION 2A – LITIGATION TRACK

Advising the Board: What Every In-House Lawyer Needs to Know When Directors Are in the Litigation Cross Hairs

Join this practical discussion about what an in-house lawyer needs to know, and what to do, when his or her company is sued and the case involves the Board and/or corporate management. An experienced trial lawyer, general counsel and Federal judge will share their perspectives about how to avoid costly and protracted conflicts while maintaining privilege.

MODERATOR

Brad D. Brian

Munger, Tolles & Olson LLP

PANELISTS

Jacqueline K. Barton

Chair, Division of Chemistry and Chemical Engineering
California Institute of Technology

Phillip H. Rudolph

Senior Vice President, General Counsel and Corporate Secretary
Jack in the Box Inc.
San Diego, CA

The Honorable Otis D. Wright II

United States District Court
Central District of California

2:00 – 3:00 PM

BREAKOUT SESSION 2B – TRANSACTIONAL TRACK

Corporate Governance: How Directors and Managers Deal with External Constituencies

Get a head start on the 2010 proxy season as our experts present their views on managing the diverse array of third parties that impact public companies, including employees, stockholders, creditors and advisors. The panel will also preview expected flash points for the 2010 proxy season.

MODERATOR

Leland P. Smith

Chief Administrative Officer and General Counsel
Guitar Center, Inc

PANELISTS

Thomas Germinario

Senior Vice President
D.F. King & Co., Inc.
New York, NY

Michael V. Gisser

Skadden, Arps, Slate, Meagher & Flom LLP

Todd G. Hartman

Vice President,
Associate General Counsel and Chief Compliance Officer
Best Buy Enterprise Services, Inc.
Richfield, MN

Wayne Levin

General Counsel and Executive Vice President,
Corporate Operations
Lionsgate Entertainment

continuing education credit

Lawyers: USC Gould School of Law, a State Bar of California-approved provider, certifies that this activity qualifies for minimum continuing legal education credit in the amount of 5.75 hours. This event may meet the requirements for continuing legal education credits in other states. Please check with the State Bar Association or Supreme Court in the state in which you are seeking continuing legal education credits to see if this program is eligible.

Accountants: This program meets the guidelines set by the California State Board of Accountancy in the amount of 6 hours.

3:00 – 3:15 PM
Networking Dessert Break
Sponsored by Vintage Filings

VINTAGE FILINGS

A DIVISION OF PR NEWSWIRE

3:15 – 4:15 PM
What to Do When a Corporate Crisis Hits

This panel of experts will offer sage advice on how to respond quickly and effectively when a corporate crisis hits. The panelists will explain:

- How to triage and diffuse the crisis – in the first 24 hours
- How to handle press inquiries, and who should speak for the company
- Who should interact with law enforcement or government agencies
- How to calm the troops and continue doing business
- How to get organized after the first 24 hours

MODERATOR

Terree A. Bowers
Howrey LLP

PANELISTS

James R. Asperger
Quinn Emanuel Urquhart Oliver & Hedges, LLP

Ian Campbell
Managing Director and
Crisis Public Relations Consultant
The Abernathy MacGregor Group, Inc.

Lorraine D. Segil
Director
Frontier Communications Corporation

Molly Selvin
Former Reporter and Editorial Writer
Los Angeles Times
Adjunct Professor of Law and Director
of the Southwestern-Drucker Program
Southwestern Law School

4:15 – 5:15 PM
**The New SEC in the Post-Madoff,
Post-TARP World**

David Smith, President and CEO of the Society of Corporate Secretaries and Governance Professionals, two former high-ranking Securities and Exchange Commission officials and a senior officer overseeing policy and governance issues at a major energy company will share their insights on SEC initiatives in 2009, what they expect in the year ahead, and the impact of the new regulatory environment, including enforcement, safeguards and reforms stemming from the Madoff scandal and TARP.

MODERATOR

David W. Smith
President and Chief Executive Officer
Society of Corporate Secretaries and
Governance Professionals, Inc.
New York, NY

PANELISTS

Martin P. Dunn
Former Deputy Director and
Former Acting Director,
Division of Corporation Finance
Securities Exchange Commission
O'Melveny & Myers LLP
Washington, D.C.

Brian J. Lane
Former Director,
Division of Corporate Finance
Securities Exchange Commission
Gibson, Dunn & Crutcher LLP
Washington, D.C.

Sarah B. Teslik
Executive Director
Council of Institutional Investors
Senior Vice President, Policy and
Governance
Apache Corporation
Houston, TX

5:15 – 7:00 PM
Networking Cocktail Party
Sponsored by The Garden City Group, Inc.

Join Institute speakers and participants for a cocktail party hosted by The Garden City Group, Inc.



The Garden City Group, Inc.[®]

location and parking information

THE INSTITUTE WILL BE HELD AT:

Jonathan Town Club
545 South Figueroa Street
Los Angeles, CA 90071

Valet parking will be available at the Club for \$10 per vehicle. The Club parking attendants will not accept tips.

Please contact the USC Law CLE office at (213) 743-1772 or via email at cle@law.usc.edu if you would like more information about the location, or about suggested hotel accommodations in the immediate area.

UPCOMING USC GOULD SCHOOL OF LAW PROGRAMS

TRUST AND ESTATE

Friday, November 20, 2009

Millennium Biltmore Hotel – Los Angeles, California

TAX

Monday – Wednesday, January 25-27, 2010

Wilshire Grand Los Angeles Hotel – Los Angeles, California

INTELLECTUAL PROPERTY

Tuesday, March 23, 2010

Beverly Hills Hotel – Beverly Hills, California

REAL ESTATE LAW AND BUSINESS

Wednesday, April 14, 2010

Los Angeles, California

contact information

NOTE NEW CONTACT INFORMATION

USC Gould School of Law – Continuing Legal Education
1149 South Hill Street, Suite 340
Los Angeles, California 90015
Telephone: (213) 743-1772
Facsimile: (213) 743-1830
Email: cle@law.usc.edu

Office hours: 9:00 AM to 5:00 PM Pacific Time.

Visit our website at <http://law.usc.edu/cle/icc>

2009 Institute for Corporate Counsel Diamond and Platinum Sponsors

DIAMOND SPONSORS

The Garden City Group, Inc. Vintage Filings

Special thanks to Vintage Filings for sponsoring the printing of the Institute marketing materials (including this brochure) and syllabus.

PLATINUM SPONSOR

Chadbourne & Parke LLP

For a complete and up-to-date list of 2009 Institute Diamond and Platinum Sponsors, please visit the Institute website at <http://law.usc.edu/cle/icc>.

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FTI Consulting, Inc.

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Kaye Scholer LLP

Kirkland & Ellis LLP

KPMG LLP

Latham & Watkins LLP

Littler Mendelson, P.C.

Manatt, Phelps & Phillips, LLP

Mattel, Inc.

Mayer Brown LLP

McKenna Long & Aldridge LLP

Merrill DataSite

Milbank, Tweed, Hadley & McCloy LLP

Mitsubishi Electric & Electronics USA, Inc.

Morgan, Lewis & Bockius LLP

Morrison & Foerster LLP

Munger, Tolles & Olson LLP

Navigant Consulting, Inc.

Nestle USA

Northrop Grumman Corporation

Occidental Petroleum Corporation

O'Melveny & Myers LLP

PaulHastings

Payden & Rygel

Pillsbury Winthrop Shaw Pittman LLP

PricewaterhouseCoopers LLP

Proskauer Rose LLP

Quinn Emanuel Urquhart Oliver & Hedges, LLP

Robins, Kaplan, Miller & Ciresi L.L.P.

RR Donnelley

Sempra Energy Law Department

Seyfarth Shaw LLP

Skadden, Arps, Slate, Meagher & Flom LLP

Sonnenschein Nath & Rosenthal LLP

Southern California Edison

Stroock & Stroock & Lavan LLP

Sullivan & Cromwell LLP

Swett & Crawford

U.S. TelePacific Corp.

University of Southern California

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Winston & Strawn LLP

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O'Melveny & Myers LLP

Michael Cowan

Vice President and
Assistant General Counsel
U.S. TelePacific Corp.

Erich E. Everbach

General Counsel
U.S. TelePacific Corp.

Edward S. Garlock

Managing Principal, General Counsel
and Chief Compliance Officer
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Gibson, Dunn & Crutcher LLP

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Greenberg Traurig, LLP

Brian J. McCarthy

Skadden, Arps, Slate, Meagher
& Flom LLP

Frederick W. Pfaeffle

Principal Deputy County Counsel
Office of the County Counsel
County of Los Angeles

L. Michael Russell

Executive Vice President and
Chief Legal Officer
AquaNano, LLC

Elliot M. Shirwo

Executive Vice President,
Business Development and
Legal Affairs
Bolour Associates

Leland P. Smith

Chief Administrative Officer and
General Counsel
Guitar Center, Inc.

Steven B. Stokdyk

Latham & Watkins LLP

Donna Cox Wells

Law Offices of Samuel J. Wells

Institute for Corporate Counsel Emeriti Governors and Advisory Board

The Board of Governors gratefully acknowledges and honors the pioneering achievements and enduring leadership of the Emeriti Governors, as well as the expertise and insight of the Advisory Board. For a complete list of Emeriti Governors and Advisory Board members, please visit <http://law.usc.edu/cle/icc>.



frequently asked questions

REGISTRATION AND SPONSORSHIP

Both individual tickets and multiple tickets to the Institute (purchased as part of an Institute sponsorship) are available as indicated on the inside back cover of this brochure. Your registration or sponsorship fee includes the Institute program, luncheon, refreshment breaks, networking cocktail party, and a copy of the Institute's Syllabus (a volume of up-to-date analyses and practical materials prepared by our speakers).

Register early as space is limited!

BADGE PICK UP

All badges for the Institute will be held at the Will Call area, which opens at 8:45 AM the day of the Institute. Registration and Will Call are located inside the Reagan Room on the Third Floor of the Jonathan Club. No badges will be mailed.

INSTITUTE SYLLABUS

An up-to-date reference volume and a set of practical materials prepared by our speakers will be distributed at the Institute. Additional copies of the Syllabus may be purchased after the Institute for \$150 each (print format) or \$60 each (CD-ROM format), subject to availability. To purchase a Syllabus, order online at <http://law.usc.edu/cle/icc>.

REFUNDS

All requests for refunds will be processed following the Institute. Any request must be in writing and postmarked, emailed, or faxed no later than **November 20, 2009**. Refund requests may be submitted:

By mail to:

USC Gould School of Law
CLE – ICC Refunds
1149 South Hill Street, Suite 340
Los Angeles, CA 90015

By email to: cle@law.usc.edu

By fax to: (213) 743-1830

All refund requests must be accompanied by the registrant's Social Security number (or Federal Tax Identification number for a firm or corporation). A processing fee of \$100 (\$25 for student and government employee registrations) will be deducted from all refunds. No refunds will be processed prior to the Institute.

DRESS CODE

The dress code for the Institute is business attire. **Jackets and ties are required for gentlemen in several areas of the Club in which the Institute sessions will be held.**

DIETARY/ACCESS REQUIREMENTS

Please contact the USC Gould School of Law Continuing Legal Education Office at (213) 743-1772 or cle@law.usc.edu for assistance with any dietary or access needs.

registration form

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TUESDAY, DECEMBER 1, 2009

Jonathan Town Club
545 South Figueroa Street
Los Angeles, CA 90071

THREE WAYS TO REGISTER:

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- Mail this completed form with check or credit card information to:
USC Gould School of Law
CLE Office – ICC Registration
1149 South Hill Street, Suite 340
Los Angeles, California 90015
- Fax this completed form with credit card information to (213) 743-1830

SPONSORSHIP REGISTRATION OPTIONS: *(sponsorship entitles the purchaser to six tickets to the Institute and Cocktail Party; please visit <http://law.usc.edu/cle/icc> for other sponsorship benefit information)*

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INDIVIDUAL REGISTRATION OPTIONS: *(one ticket to the Institute and Cocktail Party)*

- \$ 350 Individual Ticket
- \$ 100 Government Employee Individual Ticket
- \$ 100 Full-Time Law Student Ticket

Law School: _____

Syllabus Format Preference: CD-ROM Print

Name of registrant: _____

Photocopy form for additional registrants

Title/Position: _____

Firm/Company: _____

Address: _____

City: _____ State: _____ Zip: _____

Telephone: _____ Fax: _____

Email: _____

A confirmation email will be sent to you when your registration is processed.

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DECEMBER 1, 2009

**ENERGIZE YOUR PRACTICE WITH THE LATEST
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Keynote Luncheon Speaker California State Controller JOHN CHIANG

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