



Northwestern Law
Executive and Professional Education

48th Annual
**Corporate
Counsel
Institute**

Earn up to 12

CLE
credits

Designed by and focused on corporate counsel to provide relevant updates and discussions on today's legal issues that impact business

New for **Chicago** in 2009 — **Luncheon roundtable discussions** with members of our **General Counsel Planning Committee**

In **San Francisco** and **Chicago**, join the discussion with **SEC Commissioner Elisse Walter** on recent regulatory events affecting corporations

October 1–2, 2009, Chicago • December 3–4, 2009, San Francisco



www.law.northwestern.edu/professionaled

Chicago Session

Northwestern Law, 375 East Chicago Avenue, Chicago

Thursday, October 1

8 a.m. **Registration**, Continental Breakfast

8:45–9 a.m.

Welcome and Overview

David E. Van Zandt, Dean, Northwestern University School of Law, Chicago

Paul R. Lovejoy, Institute Chair, Senior Vice President, General Counsel, and Secretary, United Airlines, Chicago

9–9:30 a.m.

The Capital Markets Today

Speaker

Ivan Ross, Managing Director, Goldman, Sachs & Co., New York City

9:30–10:30 a.m.

Corporate Developments Arising Out of the Financial Crisis

- Executive compensation
- Director and officer liability
- M&A and investment transactions

Moderator

Mark B. Tresnowski, Managing Director and General Counsel, Madison Dearborn Partners LLC, Chicago

Panelists

Randall W. Bodner, Ropes & Gray LLP, Boston
Thaddeus J. Malik, Jenner & Block LLP, Chicago
Michael A. Nemeroff, Vedder Price P.C., Chicago
Peter L. Welsh, Ropes & Gray LLP, Boston

10:30–10:45 a.m. **Break**

10:45 a.m.–Noon

Options in a Limited Credit Environment

- Debt amendment tenders and repurchases
- Looming maturity issues
- Addressing the overleveraged balance sheet
- The distressed M&A environment
- Impact of governmental activity in the restructuring arena

Panelists

David S. Kurtz, Managing Director, Lazard Ltd., Chicago

Linda K. Myers, Kirkland & Ellis LLP, Chicago
James H. M. Sprayregen, Kirkland & Ellis LLP, Chicago

Lunch with the Institute Planning Committee

Noon–12:30 p.m. **Lunch**

12:30–1:30 p.m. **Roundtable discussions**

Join members of our General Counsel Planning Committee who will be hosting individual luncheon tables for an informal roundtable discussion. Sign up during check-in for the table and topic of your choice.

Confirmed to join us will be the general counsel from the following companies:

Aon • Baxter International • CDW Corporation • Corn Products • GATX Corp • Huron Consulting •

Illinois Tool Works • Northern Trust • Northwestern Memorial Healthcare • Nuveen Investments • Reyes Holdings • R.R. Donnelley • Standard Parking • The Duchossois Group • United Airlines • W.W. Grainger, Inc.

1:30–2:30 p.m.

Current Developments: Employment Law and Labor Relations

- Managing RIFs and alternatives
- Issues under the new ADAA
- EFCALabor law reform
- Other EEOC developments

Panelists

Zachary D. Fasman, Paul, Hastings, Janofsky & Walker LLP, New York City

Joel H. Kaplan, Seyfarth Shaw LLP, Chicago

Camille A. Olson, Seyfarth Shaw LLP, Chicago

2:30–3:45 p.m.

The New World of Risk: Navigating in Today's Changing Environment

- Board structure and responsibility
- New considerations in Enterprise Risk Management resulting from the economic crisis
- Crisis management
- Compliance monitoring

Moderator

John L. Howard, Senior Vice President and General Counsel, W.W. Grainger, Inc., Chicago

Panelists

Joelle Frank, Joelle Frank, Wilkinson Brimmer Katcher, New York City

James Logothetis, Ernst and Young LLP, Chicago

Frederick B. Thomas, Mayer Brown LLP, Chicago

3:45–4 p.m. **Break**

4–5 p.m.

Ethical Dilemmas for Corporate Counsel — Privilege and Internal Investigations

Panelists

Bradley E. Lerman, Senior Vice President, Litigation, Pfizer Inc., New York City

Neal R. Marder, Winston & Strawn LLP, Los Angeles

Robert L. Michels, Winston & Strawn LLP, Chicago

5 p.m.

Reception sponsored by Mayer Brown LLP

Friday, October 2

8–9 a.m.

Optional Breakfast Roundtable Discussions — Limited seating (Sponsored Events)

Getting the Most Value from Outside Counsel

Mark Poag, Senior Vice President and General Counsel, DataCert, Inc., Houston

Personal Liability Risks Facing In-house Counsel

Ross B. Bricker, Jenner & Block LLP, Chicago

Effectively Managing and Avoiding Pitfalls in Patent Litigation

Raymond C. Perkins, Winston & Strawn LLP, Chicago

Thursday, December 3

8 a.m.

Registration, Continental Breakfast

8:45–9 a.m.

Welcome and Overview

David E. Van Zandt, Dean, Northwestern University School of Law, Chicago

9–9:30 a.m.

The Capital Markets Today

Speakers

James Katzman, Managing Director, Goldman Sachs & Co., San Francisco

9:30–10:30 a.m.

Corporate Developments Arising Out of the Financial Crisis

- Executive compensation
- Director and officer liability
- M&A and investment transactions

Panelists

Randall W. Bodner, Ropes & Gray LLP, Boston
Peter L. Welsh, Ropes & Gray LLP, Boston

10:30–10:45 a.m. **Break**

10:45 a.m.–Noon

Options in a Limited Credit Environment

- Managing existing credit facilities
- Alternative sources of capital
- Bankruptcy and restructuring

Panelists

Patrick M. Hardiman, Winston & Strawn LLP, Chicago
Ronald H. Jacobson, Winston & Strawn LLP, Chicago
Gail C. Saracco, Mayer Brown LLP, Chicago
Sean T. Scott, Mayer Brown LLP, Chicago

Noon–1:30 p.m. **Lunch (provided)**

1:30–2:30 p.m.

Current Developments: Employment Law and Labor Relations

- Managing RIFs and alternatives
- EFCA/labor law reform
- EEOC developments
- Update on California peculiarities

Panelists

Nancy L. Abell, Paul, Hastings, Janofsky & Walker LLP, Los Angeles
David D. Kadue, Seyfarth Shaw LLP, Los Angeles
Joel H. Kaplan, Seyfarth Shaw LLP, Chicago

9–10:30 a.m.

Corporate Governance and the Rise of Shareholder Voting

- Shareholder activists
- Proxy access
- Legislative developments
- Hot topics in executive compensation

Moderator

Margaret M. Foran, Chief Governance Officer and Secretary, Prudential Financial, Inc., Newark, New Jersey

Panelists

Mark Borges, Principal, Compensia, Inc., San Francisco
Amy Goodman, Gibson, Dunn & Crutcher LLP, Washington, D.C.
Patrick McGurn, Special Counsel, RiskMetrics Group, Rockville, Maryland

10:30–10:45 a.m. **Break**

10:45–11:45 a.m.

KEYNOTE CONVERSATION

Elisse B. Walter, Commissioner, U.S. Securities and Exchange Commission, Washington, D.C.

Moderator

Paul R. Lovejoy, Institute Chair, Senior Vice President, General Counsel, and Secretary, United Airlines, Chicago

11:45 a.m.–12:30 p.m.

Accounting and Financials for Corporate Counsel

- How accounting affects your MD&A
- Fair value and how it can affect you
- Restatements aren't just for accountants
- Legal aspects of internal control over financial reporting

Panelists

John J. Huber, Latham & Watkins LLP, Washington, D.C.
Scott A. Taub, Managing Director, Financial Reporting Advisors, LLC, Chicago

12:30–12:45 p.m. **Box Lunch Break**

12:45–2 p.m.

Management and Leadership in the Office of the General Counsel

- Managing outside counsel
- Helping law firms rethink their business model
- New methods for alternative billing arrangements
- RFPs

Co-Moderators

D. Cameron Findlay, Senior Vice President, General Counsel, and Secretary, Medtronic Inc., Minneapolis
Susan R. Lichtenstein, Corporate Vice President, General Counsel, and Secretary, Baxter International Inc., Deerfield, Illinois

Panelists

Thomas P. Fitzgerald, Managing Partner, Winston & Strawn LLP, Chicago
Robin Snasdell, Director, Huron Consulting Group, Houston

2:30–3:30 p.m.

The New World of Risk: Navigating in Today's Changing Environment

- Board structure and responsibility
- New considerations in ERM resulting from the economic crisis
- Crisis management
- Compliance monitoring

Moderator

John L. Howard, Senior Vice President and General Counsel, W.W. Grainger, Inc., Chicago

Panelist

Mark Borsos, Ernst & Young LLP, San Jose, California

Frederick B. Thomas, Mayer Brown LLP, Chicago

3:30–3:45 p.m. **Break**

3:45–5 p.m.

Ethical Dilemmas for Corporate Counsel — Privilege and Internal Investigations

Moderator

Haywood S. Gilliam Jr., Covington & Burling LLP, San Francisco

Panelists

Tammy Albarran, Covington & Burling LLP, San Francisco

Rory K. Little, Professor, Hastings College of the Law (U.C.), San Francisco

Lawrence Oliver II, Chief Counsel, Investigations, The Boeing Company, Chicago

5 p.m. **Reception**

Friday, December 4

8–9 a.m.

Optional Breakfast Roundtable Discussions — Limited seating (Sponsored Events)

New Risks and Trends Around the Computer Fraud and Abuse Act and the Law of Trade Secrets

Brent Caslin, Jenner & Block LLP, Los Angeles

Rick Richmond, Jenner & Block LLP, Los Angeles

Regulatory Developments: Federal Trade Commission and Consumer Product Safety Commission

David L. Aronoff, Winston & Strawn LLP, Los Angeles

9–10:30 a.m.

Corporate Governance and the Rise of Shareholder Voting

- Shareholder activists
- Proxy access
- Legislative developments
- Hot topics in executive compensation

Moderator

Margaret M. Foran, Chief Governance Officer and Secretary, Prudential Financial, Inc., Newark, New Jersey

Panelists

Mark Borges, Principal, Compensia, Inc., San Francisco

Patrick McGurn, Special Counsel, RiskMetrics Group, Rockville, Maryland

Ann Yergler, Executive Director, Council of Institutional Investors, Washington, D.C.

10:30–10:45 a.m. **Break**

10:45–11:45 a.m.

KEYNOTE CONVERSATION

Elisse B. Walter, Commissioner, U.S. Securities and Exchange Commission, Washington, D.C.

Moderator

David E. Van Zandt, Dean, Northwestern University School of Law, Chicago

11:45 a.m.–12:30 p.m.

Accounting and Financials for Corporate Counsel

- How accounting affects your MD&A
- Fair value and how it can affect you
- Restatements aren't just for accountants
- Legal aspects of internal control over financial reporting

Panelists

Alexander F. Cohen, Latham & Watkins LLP, Washington, D.C.

Joseph B. Ucuzoglu, Partner, National Office, Deloitte & Touche, LLP, San Francisco

12:30–12:45 p.m. **Box Lunch Break**

12:45–2 p.m.

Management and Leadership in the Office of the General Counsel

- Managing outside counsel
- Helping law firms rethink their business model
- New methods for alternative billing arrangements
- RFPs

Panelists

John Howard, Senior Vice President and General Counsel, W.W. Grainger, Inc., Chicago

Robin Snasdell, Director, Huron Consulting Group, Houston

2 p.m. **Program Concludes**

SAVE THE DATE

Securities Regulation Institute

January 20–22, 2010 • Coronado, California

Ray Garrett Jr. Corporate and Securities Law Institute

April 29–30, 2010 • Chicago

Corporate Counsel Institute

September 30–October 1, 2010 • Chicago

December 2–3, 2010 • San Francisco

Planning Committee

Chair

Paul R. Lovejoy, Senior Vice President, General Counsel, and Secretary, United Airlines

Vice Chair

Gloria Santona, Corporate Executive Vice President, General Counsel, and Corporate Secretary, McDonald's Corporation

Suzanne S. Bettman, Executive Vice President, General Counsel, Corporate Secretary, and Chief Compliance Officer, R.R. Donnelley & Sons Company

Kathleen M. Cronin, Managing Director, General Counsel, and Corporate Secretary, CME Group

Natalia Delgado, General Counsel and Corporate Secretary, Huron Consulting Group

Stanley L. Ferguson, Vice President and General Counsel, USG Corporation

D. Cameron Findlay, Senior Vice President, General Counsel, and Secretary, Medtronic Inc.

Margaret M. Foran, Chief Governance Officer and Secretary, Prudential Financial, Inc.

Nicholas L. Giampietro, Senior Vice President, General Counsel, and Secretary, Reyes Holdings, LLC

Deborah A. Golden, Vice President, General Counsel, and Secretary, GATX Corporation

Dana I. Green, Senior Vice President, Secretary, and General Counsel, Walgreen Co.

Gail D. Hasbrouck, Senior Vice President and General Counsel, Advocate Health Care Network

John L. Howard, Senior Vice President and General Counsel, W.W. Grainger, Inc.

Mary Ann Hynes, Vice President and General Counsel, Corn Products International, Inc.

Steven J. Kyono, Senior Vice President, General Counsel, and Corporate Secretary, Hewitt Associates

Christine A. Leahy, Senior Vice President, General Counsel, and Corporate Secretary, CDW Corporation

Susan R. Lichtenstein, Corporate Vice President, General Counsel, and Secretary, Baxter International Inc.

Carol M. Lind, Senior Vice President and General Counsel, Northwestern Memorial HealthCare

John MacCarthy, Executive Vice President, General Counsel, and Secretary, Nuveen Investments

Eric A. Reeves, Vice President, General Counsel, and Secretary, The Duchossois Group, Inc.

David S. Ruder, William W. Gurley Memorial Professor of Law and President Corporate Counsel Center, Northwestern Law

Robert N. Sacks, Executive Vice President and General Counsel, Standard Parking

David J. Smith, Executive Vice President, Secretary, and General Counsel, Archer-Daniels-Midland Co.

Mark B. Tresnowski, Managing Director and General Counsel, Madison Dearborn Partners LLC

David E. Van Zandt, Dean, Northwestern Law

William A. Von Hoene Jr., Executive Vice President, Finance and Legal, Exelon Corporation

Kelly R. Welsh, Executive Vice President and General Counsel, Northern Trust Corporation

James H. Wooten Jr., Senior Vice President, General Counsel, and Secretary, Illinois Tool Works Inc.

Planning Director

Juliann Cecchi, Director, Professional Education and Corporate Relations, Northwestern Law

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Information

Registration and Tuition

Regular tuition for **in-house counsel** is \$950 per person. Participants who register for the Chicago session by September 17 or the San Francisco session by November 19 qualify for an early bird discount price of \$800 per person, or a group discount price of \$700 per person for three or more registrants from the same corporation.

Regular tuition for **firm attorneys or service providers** is \$1,250 per person. Participants who register for the Chicago session by September 17 or the San Francisco session by November 19 qualify for an early bird discount price of \$1,000 per person, or a group discount price of \$900 per person for three or more registrants from the same firm.

To ensure that the group discount is applied correctly, please send all registrations together.

Registration is for the full two days of the program for one individual. Shared registration is not available. Each registration includes materials on CD-ROM, lunches, breaks, and a reception. Registrations must be made in advance. On-site registration is available as space permits and requires an additional \$100 fee. *If you have not received an e-mail or written confirmation prior to the start of the program, you are not considered registered. Please contact our office to verify.*

Course Materials — NEW for 2009!

For registered participants, course materials will be available for download prior to the event. Registrants will also receive a set of course materials on CD-ROM upon check-in. Registrants and non-registrants may purchase additional copies of the CD-ROM for \$100.

Printed materials are no longer available.

Cancellation Policy

Full-tuition refunds will be made for all written cancellations received on or before September 17 for the Chicago session or November 19 for the San Francisco session. A \$250 administrative fee will be deducted from refunds on written cancellations received after those dates. No refunds will be given for cancellations made on or after September 24 for the Chicago session or November 26 for the San Francisco session.

Special Hotel Rates

As a registrant, you may take advantage of special hotel rates by identifying yourself as a participant in the Northwestern University School of Law Corporate Counsel Institute.

Chicago: Wyndam Chicago, 633 North St. Clair, Chicago; telephone (312) 573-0300 or (800) 996-3426. Subject to availability, single or double rooms are \$159 if booked before September 16.

San Francisco: InterContinental Mark Hopkins, One Nob Hill, San Francisco, California; telephone (800) 662-4455. Subject to availability, single or double rooms are \$169 if booked before November 9.

Continuing Legal Education Credit

As a program sponsored by Northwestern University School of Law, the Corporate Counsel Institute is recognized for continuing legal education credits in many states. Questions about CLE should be directed to the Office of Professional Education at (312) 503-4213.

Chicago Institute: Estimated credit hours are 12.5 (including 1.0 for ethics) for states with a 60-minute credit hour or 15.0 (including 1.2 for ethics) for those with a 50-minute credit hour. Illinois attorneys can earn up to 11.5 credits (including 1.0 credit for professionalism).

San Francisco Institute: Estimated credit hours are 11.5 (including 1.0 for ethics) for states with a 60-minute credit hour or 13.8 (including 1.2 for ethics) for those with a 50-minute credit hour.

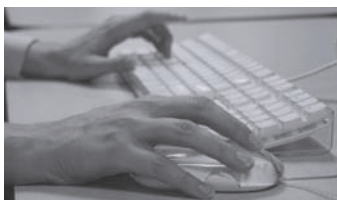
Location

Chicago: The Corporate Counsel Institute is held in Thorne Auditorium, 375 East Chicago Avenue, on the downtown Chicago campus of Northwestern University.

San Francisco: The Corporate Counsel Institute is held in Room of the Dons of the InterContinental Mark Hopkins, One Nob Hill.

Affiliate Program — NEW for 2009!

Affiliates of the Corporate Counsel Institute are law firms that wish to understand what's on the minds of corporate counsel today. This package includes tickets, extensive marketing benefits, and access to leading corporate counsel. For more information, please contact Erin Veazey at (312) 503-8457.



For program additions and updates, please visit our web site at www.law.northwestern.edu/professionaled or e-mail us at professional-ed@law.northwestern.edu

Registration Form

Northwestern University School of Law • 48th Annual Corporate Counsel Institute

Register online or using this form.

ONLINE

www.law.northwestern.edu/professionaled
(click on “Register for a Program”)

Questions: (312) 503-8932 or professional-ed@law.northwestern.edu

FAX

(312) 503-2930

MAIL

Executive and Professional Education
Northwestern Law
375 East Chicago Avenue
Chicago, Illinois 60611-3069

Contact Information

Name _____

Title _____

State(s) in which you are seeking CLE credit _____ Bar Number(s) _____

Office or Firm _____

Address _____

City _____ State _____ Zip Code _____

Office Telephone _____ Fax* _____

E-mail Address* _____ **By providing us with this information, you are giving us permission to contact you by these methods.*

Program Location and Course Materials

Chicago, October 1–2 San Francisco, December 3–4

REGISTRANTS

One set of materials on CD-ROM is included with registration.

NON-REGISTRANTS

CD-ROM (includes all materials): \$100
Please note: Printed materials are no longer available.

Registration Fee

Please see the brochure's information page for complete details:

IN-HOUSE COUNSEL TUITION

\$800: Early Bird Discount through September 17 (Chicago) or November 19 (San Francisco)

\$700: Early Bird Group Discount for three or more attendees from same corporation
(Please complete a separate form for each attendee)

\$950: Regular Tuition after September 17 (Chicago) or November 19 (San Francisco)

Enclosed is a check for _____ payable to *Northwestern University*.

Charge _____ to the following card: MC (16 digits) Visa (16 digits) AMEX (15 digits)

FIRM ATTORNEY/SERVICE PROVIDER TUITION

\$1,000: Early Bird Discount through September 17 (Chicago) or November 19 (San Francisco)

\$900: Early Bird Group Discount for three or more attendees from same corporation
(Please complete a separate form for each attendee)

\$1,250: Regular Tuition after September 17 (Chicago) or November 19 (San Francisco)

Card Number _____ Expiration Date — Month/Year _____

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