Practical Guidance For Today’s Legal Challenges
Keynote Speaker: Mary Jo White, Chair, SEC, Washington, DC

Chicago
April 30–May 1, 2015
THURSDAY, APRIL 30

7:45 a.m. | Registration and Continental Breakfast

8:30–8:45 a.m. | Welcome and Overview

Daniel B. Rodriguez, Dean and Harold Washington Professor, Northwestern University School of Law, Chicago

Thomas J. Murphy, Institute Chair, McDermott Will & Emery LLP, Chicago

8:45–10:15 a.m. | Caught Short — Dealing With a Fundamental Attack on Valuation

A hypothetical short attack will examine the basics of short selling and explore responses and counterstrategies, including actions for shareholder engagement.

- Significance of short positions
- Short seller “research reports,” publicity, and other tactics
- Investigating and responding to allegations
- Managing the board, press, stockholders, and other constituencies
- Borrowing requirements, effects on voting, the role of transfer agents, DTCC, and more
- Issuer responses including litigation, SEC contact, buybacks, dividends, splits, and spinoffs

SESSION CHAIR

Thomas J. Murphy

PANELISTS

Victor M. Casini, Senior Vice President, General Counsel and Secretary, LKQ Corporation, Inc., Chicago

Thomas B. Johnson, President, Head of Mergers and Acquisitions, The Abernathy MacGregor Group, New York City

Lance R. Lange, Managing Director, Equity Capital Markets, Robert W. Baird & Co. Incorporated, Milwaukee

10:15–10:30 a.m. | Break

10:30–11:30 a.m. | Who is in Charge? The Struggle for Power Between Boards and Shareholders

- Board-adopted litigation bylaws: Exclusive forum, fee-shifting, and arbitration
- Bylaws and the limits of board power

SESSION CHAIR

Robert M. Hayward, Kirkland & Ellis LLP, Chicago

11:30 a.m.–1 p.m. | Lunch

1–1:45 p.m. | Keynote Speaker

Mary Jo White, Chair, SEC, Washington, DC

Mary Jo White was sworn in as the 31st Chair of the SEC on April 10, 2013. She was nominated to be SEC Chair by President Barack Obama on Feb. 7, 2013, and confirmed by the U.S. Senate on April 8, 2013. Chair White arrived at the SEC with decades of experience as a federal prosecutor and securities lawyer.

1:45–2 p.m. | Break

2–3 p.m. | Cybersecurity and Data Breach: The New Reality for Directors and Those Who Advise Them

- What’s getting attacked? How do strategies differ depending on where the vulnerabilities are?
- Planning ahead: What is the board’s role in understanding and monitoring cybersecurity risk?
- Proactive measures and practical tips for handling an incident response
- Managing the message — communication strategies and disclosures in the age of cyberattacks
- Handling offensive and defensive civil litigation arising out of a cyberattack

SESSION CHAIR

Robert M. Hayward, Kirkland & Ellis LLP, Chicago
FRIDAY, MAY 1

8:15 a.m. | Continental Breakfast

9–10:15 a.m. | Mergers & Acquisitions Including Transatlantic Deals
  • Market trends and developments
  • Representations and warranties insurance
  • What to understand about culture and practice in transatlantic deals
  • What are the differences in key transaction terms?

SESSIO N CHAIR
Bradley C. Faris, Latham & Watkins LLP, Chicago

PANELISTS
Steven R. Barth, Foley & Lardner LLP, Milwaukee
Charles W. Mulaney Jr., Skadden, Arps, Slate, Meagher & Flom LLP, Chicago
Kristen C. Rossi, Managing Director, Investment Banking Division, Morgan Stanley, Chicago
Michele D. Welsh, Associate General Counsel, Global M&A, Aon plc, Chicago

10:15–10:30 a.m. | Break

10:30–11:30 a.m. | Responding to Demands for Books and Records: Perspectives on Section 220 of the Delaware Code
  • Have recent judicial developments eroded the attorney-client privilege?
  • Fiduciary duty suits and fishing expeditions
  • Challenges in the forms of demands or the scope of documents requested
  • What must a plaintiff do to satisfy the “credible evidence” standard?
  • What limitations can a corporation impose on a director’s demand for documents? Any?

SESSION CHAIR
Mark A. Morton, Potter Anderson & Corroon LLP, Wilmington, Delaware
**Panelists**

A. Thompson Bayliss, Law Offices of Abrams & Bayliss LLP, Wilmington, Delaware

William M. Lafferty, Morris, Nichols, Arsht & Tunnell LLP, Wilmington, Delaware

Abigail LeGrow, Master in Chancery, Delaware Court of Chancery, Wilmington, Delaware

11:30–11:45 a.m. | Boxed Lunch Break

**11:45 a.m.–1 p.m. | Updates in Securities Litigation and Enforcement**

**DOJ and SEC Hot Topics**
Remarks by Zachary T. Fardon, United States Attorney, Northern District of Illinois, Chicago and David A. Glockner, Director, Chicago Regional Office, SEC, Chicago

Panel Discussion
- Proactive matters including developments in compliance and data mining
- Reactive matters including responding to insider trading and accounting and financial fraud
- Whistleblower rules and interaction
- Cross-border collaboration

**Session Chair**
Asheesh Goel, Ropes & Gray LLP, Chicago

**Panelists**
Zachary T. Fardon
David A. Glockner
Patricia Brown Holmes, Schiff Hardin LLP, Chicago

1–1:15 p.m. | Break

**1:15–2:45 p.m. | At What Cost? (Ethics credit)**

This fictional drama depicts a corporation dealing with a variety of issues including identifying and reacting to indications of questionable and fraudulent conduct. The film and panel discussion will explore a variety of ethical issues, such as what procedures should be in place for the general counsel to report compliance issues to the board, how to react to whistleblower complaints, the appropriate scope of investigations, the importance of due diligence and background checks for senior employees, and more.

**Session Chair**
Jonathan D. King, DLA Piper LLP (US), Chicago

**Panelists**
Stasia Kelly, DLA Piper LLP (US), Washington, DC
John F. Offenbacher, Partner, Assurance Services, Ernst & Young LLP, Chicago
Lawrence Oliver II, Chief Counsel, Investigations, The Boeing Company, Chicago
Jason Yonan, Chief, Securities & Commodities Fraud Section, United States Attorney’s Office, Northern District of Illinois, Chicago

2:45 p.m. | Program Concludes

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Register online at: www.law.northwestern.edu/garrett. Click “Register Online.”

Regular tuition for the Garrett Institute is $1,000 per person. Early bird discounted price is $850 per person through April 1. For group discounts, please request information about our Affiliate Program.

Tuition includes all sessions, continental breakfasts, lunches, coffee breaks, a reception, and extensive program materials.

Registrations must be made in advance. On-site registration is only available as space permits and requires an additional $100 fee. Registration is for the full two days of the program for one individual. Shared registration is not available.

If you have not received an e-mail confirmation prior to the start of the program, you are not considered registered. Please contact our office to verify.

INFORMATION

About the Garrett Institute

The Garrett Institute was established in memory of Ray Garrett Jr., Chairman of the SEC, a member of the adjunct faculty of Northwestern University School of Law, and a partner in the Chicago office of Gardner Carton & Douglas LLP, now Drinker Biddle & Reath LLP. The Ray Garrett Jr. Corporate and Securities Law Institute is designed to provide private practitioners and corporate counsel with a timely analysis of current securities and corporate law developments confronting publicly and privately held corporations.

Cancellation Policy

Full-tuition refunds will be made for all written cancellations received by April 16. A $250 administrative fee will be deducted from refunds on written cancellations received after April 16. No refunds will be given for cancellations made after April 23, 2015.

Course Materials

For registered participants, course materials will be available for download approximately one week prior to the event. Registrants will also receive a set of course materials on CD-ROM or USB drive upon check-in. Registrants and non-registrants may purchase additional copies of the CD-ROM or USB drive for $100. You may bring your laptop to the program. WiFi will be available in the plenary sessions.

Continuing Legal Education

As a program sponsored by Northwestern University School of Law, the Garrett Institute is recognized for mandatory continuing legal education credit in most states. Northwestern Law is an accredited CLE provider in the state of Illinois.

Estimated credit hours* are 10.5 including 1.5 for ethics for states with a 60-minute credit hour, or 12.6 including 1.8 for ethics for those with a 50-minute credit hour. Questions about MCLE should be directed to the Office of Professional and Continuing Legal Education at (312) 503-8932.

Continuing Professional Education

The Illinois Department of Financial and Professional Regulations will accept CPE for CLE training under the subject of business law. The credits will be awarded at a rate of 10 CPEs for 1 CEU, or 50 minutes to 1 CPE. Keep a copy of the CLE certificate for your records and ensure it has the time spent in the program or the amount of credit given along with the method of delivery.

Location and Institute Check-In

The Ray Garrett Jr. Corporate and Securities Law Institute is held in Thorne Auditorium, 375 East Chicago Avenue, on the Chicago campus of Northwestern University and not on the Evanston campus.

Hotel Accommodations

Registrants for the Garrett Institute are entitled to a special hotel rate at the Westin Michigan Avenue, 909 North Michigan Avenue, Chicago (888-627-8385), which is only a short walk from the Law School. Subject to availability, the rate is $189 for a single or double room booked by April 16. Be sure to identify yourself as a Northwestern Law Garrett Institute participant to take advantage of the rate and complimentary WiFi.

Attendee Participation Portal

Registered attendees may pose questions to panels or speakers before or during the event. Please visit nulaw.cnli.io.

*Some states may provide additional credits for keynotes and luncheon sessions.
35th Annual

RAY GARRETT JR.

CORPORATE AND SECURITIES LAW INSTITUTE

Chicago, Illinois | April 30–May 1, 2015

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