

27TH ANNUAL INSTITUTE
WEDNESDAY, DECEMBER 3, 2008

PRIVATE CLUB
545 SOUTH FIGUEROA STREET, LOS ANGELES, CALIFORNIA

USC | LAW UNIVERSITY of
SOUTHERN CALIFORNIA



LACBA
LOS ANGELES COUNTY
BAR ASSOCIATION
Corporate Law Departments Section

USC GOULD SCHOOL OF LAW –
LOS ANGELES COUNTY BAR ASSOCIATION CORPORATE LAW DEPARTMENTS SECTION

2008 INSTITUTE FOR CORPORATE COUNSEL

SURVIVAL TIPS FOR CORPORATE COUNSEL PROFESSIONALS IN THESE CHANGING ECONOMIC TIMES!

A full day of networking opportunities and courses
focused on current business issues.

LUNCHEON KEYNOTE SPEAKER

Kenneth D. Moelis

Chief Executive Officer of Moelis & Company and
Former President of UBS Investment Bank

5.75 MCLE hours (including 1 hour of ethics credit)
and 6 CPE hours available!

REGISTER ONLINE NOW



<http://law.usc.edu/cle/icc>

2008 INSTITUTE FOR CORPORATE COUNSEL

ENERGIZE YOUR PRACTICE WITH THE LATEST INFORMATION AND CRITICAL TIPS!

Join Us

For 27 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 and the Institute for Corporate Counsel, and 8 general counsel speakers 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 mixer.

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. Among other topics, the Institute will focus on how the current economic crisis affects the nature and scope of the legal issues facing practitioners today, providing take aways and practical advice you can immediately incorporate into your practice. Concurrent tracks of programming in the afternoon will allow you to tailor the learning experience to meet your particular 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 • Consultants • Corporate Officers and Directors
- Financial Planners • HR Professionals • Investors • Legal Administrators
- Legal Assistants • Legal Technology Specialists • Librarians
- Litigation Support Professionals

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

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

contact information

NOTE NEW CONTACT INFORMATION

USC Gould School of Law
Continuing Legal Education
699 Exposition Boulevard, ATT340
Los Angeles, California 90089-0071
Telephone: (213) 743-1772
Facsimile: (213) 743-1830
Email: cle@law.usc.edu

Office hours: Monday through Friday
9:00 A.M. to 5:00 P.M. Pacific Daylight Time

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

Program

INSTITUTE FOR CORPORATE COUNSEL
WEDNESDAY, DECEMBER 3, 2008

9:45 – 10:00 AM Opening Remarks

Apalla U. Chopra

INSTITUTE CHAIR
O'Melveny & Myers LLP

Leeanna Izuel

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

10:00 – 11:15 AM

The Economic Forecast: How It Will Affect Our Clients and Our Representation of Them

This panel of experts will look at the economic forecast for Los Angeles, California, the United States and the world, and assess how it will affect our clients' businesses, and how we can best represent our clients in a changing world. They will share their insight on what to expect from the economy and financing markets in 2009 and beyond, the impact of a new administration on regulatory and taxation matters, and legal and client representation issues including those related to credit, mergers and acquisitions, employment and litigation.

PANELISTS

Diane W. Biagianti

Senior Vice President, General Counsel and Assistant Secretary
Advanced Medical Optics, Inc.

C. Daniel Ewell

Managing Director
Morgan Stanley

Dr. Richard K. Green

Economist and Lusk Chair
Professor, USC School of Policy, Planning, and Development and
USC Marshall School of Business,
Director, USC Lusk Center for
Real Estate

Mia E. Montpas

Chief International Labor and
Employment Counsel
Honeywell International, Inc.

Ivan A. Schlager

Skadden, Arps, Slate, Meagher &
Flom LLP
Washington, D.C.

11:15 – 11:30 AM – Networking Break

11:30 AM – 12:30 PM

BREAKOUT SESSION 1A

Our New Friends: The Outside Auditors

Join the executive director of a top accounting firm, a prominent chief financial officer and a high profile general counsel as they define who the outside auditors are, explore how they affect corporate counsel and explain when in-house counsel will work with them. Learn when every corporate lawyer may be a "securities lawyer" per SOX and master loss accounting under FAS 5.

e MCLE ethics credit 1.0 hour

MODERATOR

Dennis P.R. Codon

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

PANELISTS

Richard Corgel

Executive Director
Ernst & Young LLP

Michael E. Keane

Senior Vice President and Chief
Financial Officer
Clipper Windpower, Inc.

Robert G. van Schoonenberg

Executive Vice President,
General Counsel and Secretary
Avery Dennison Corporation

continued>>>

11:30 AM – 12:30 PM

BREAKOUT SESSION 1B

Picking Your Fights: Is Arbitration the Answer?

The Managing Director of JAMS, a well known general counsel and top Los Angeles litigators will teach you when, where and why to choose arbitration over litigation and vice versa. Learn how to use arbitration effectively – avoid traps and excessive process and manage discovery in arbitration to get what you really need and avoid the discovery death spiral. The panel will also cover the enforceability of website posted clauses, class action avoidance, and class actions in arbitration.

12:30 – 2:00 PM

Luncheon and Keynote Presentation

2:00 – 3:00 PM

BREAKOUT SESSION 2A

Developments in Corporate Governance

This experienced panel will focus on the corporate governance questions you need answered in these changing economic times:

- What are the impacts of and responses to shareholder activism?
- Have the process and substance of executive compensation changed?
- What are the hot proxy issues for 2009?
- How do the changes in takeover activity affect boards and companies?
- What are the new disclosure trends, and how will they affect behavior?

2:00 – 3:00 PM

BREAKOUT SESSION 2B

Picking Your Fights: Strategic Weapons and Fields of Battle in Global Litigation

Join a lively discussion about cutting edge strategies in the fight against global pirates at home and abroad. Learn about forum shopping – the “rules of the road” for the first battle in a litigation war. The panel will also address jurisdictional black holes, focusing on the good, the bad and the ugly.

MODERATOR

Gail E. Lees

Chair, Class Action & Complex Litigation Practice Group
Gibson, Dunn & Crutcher LLP

PANELISTS

Richard Chernick

Vice President and Managing Director, Arbitration Practice
JAMS, The Resolution Experts

John A. Schulman

Executive Vice President and General Counsel
Warner Bros.

Julia B. Strickland

Chair Class Action/Financial Services Litigation Group
Stroock & Stroock & Lavan LLP

Kenneth D. Moelis

Chief Executive Officer
Moelis & Company
Former President
UBS Investment Bank

MODERATOR

Steven B. Stokdyk

Latham & Watkins LLP

PANELISTS

Francis G. Byrd

Owner and Corporate Governance Consultant
BYRD Governance
Brooklyn, New York

Wendy C. Shiba

Executive Vice President,
General Counsel and
Corporate Secretary
KB Home

MODERATOR

Patrick J. McDonough

Howrey LLP

PANELISTS

Joanne E. Caruso

Southern California Managing Partner & Global Business Litigation Partner
Howrey LLP

James L. Etheridge

TENO Consulting Group
Former Vice President and General Counsel, Electronics for Imaging, Inc.

John G. Malcolm

Executive Vice President and Director, Worldwide Anti-Piracy Motion Picture Association of America, Inc.

3:00 – 4:00 PM

The General Counsel's Perspective: When the Monsters Come Out from Under the Bed

Remember the good old days when failing as an in-house counsel just meant moving to another state, passing another bar exam and getting another job? Learn how to apply the lessons of recent corporate crises to save your clients, your career and perhaps your freedom. The panel will focus on such topics as:

- What are the potential risk areas of tomorrow?
- What are the warning signs of malfeasance?
- How do you manage your client in the face of severe financial pressures?
- What discovery issues should you consider?
- What are your duties in the presence of wrongdoing?
- How do you manage risk in the context of your own career?

4:00 – 4:15 PM – Networking Dessert Break

4:15 – 5:15 PM

Would You Advise a Client to Open a Business in Los Angeles or California?

This panel of experienced Los Angeles-based executives and civic leaders will highlight important issues regarding doing business in California, and forecast issues likely to arise in the future.

MODERATOR

Leland P. Smith

Chief Administrative Officer and General Counsel
Guitar Center, Inc.

PANELISTS

Raymond M. Bukaty

Senior Vice President,
General Counsel and Secretary
Western Digital Corp.

John C. Hueston

Irell & Manella LLP

Robert J. Normile

Senior Vice President,
General Counsel and Secretary
Mattel, Inc.

MODERATOR

Michael J. Downer

Senior Vice President,
Secretary and Coordinator
of Legal and Compliance
Capital Research and Management
Company

PANELISTS

John B. Emerson

President
Personal Investment Management
Division, Capital Guardian
Trust Company
Chairman
The Music Center

Tom Gilmore

Managing Partner
Gilmore Associates

Jack Kyser

Senior Vice President and
Chief Economist
Los Angeles County Economic
Development Corporation

Carol E. Schatz

President and
Chief Executive Officer
Central City Association of Los
Angeles and Downtown Center
Business Improvement District

5:15 – 7:00 PM – Networking Cocktail Party

5:15 adjournment<<<



luncheon keynote speaker

KENNETH D. MOELIS

Chief Executive Officer
Moelis & Company
Former President, UBS Investment Bank



KENNETH D. MOELIS is the Chief Executive Officer of Moelis & Company. Mr. Moelis has had a unique 25-year career on Wall Street during which he has helped build and manage two of the most successful investment banking growth stories of the past two decades. Prior to founding Moelis & Company, Mr. Moelis was President of UBS Investment Bank where his responsibilities included oversight of the investment banking business, sourcing and supporting high-profile banking transactions, implementing various firm-wide client initiatives and building relationships with key corporate and institutional clients across the firm. Prior to this role, Mr. Moelis was Joint Global Head of the Investment Banking Department (“IBD”) and Head of IBD Americas. During his time at UBS, Mr. Moelis served on numerous UBS boards and committees, including the UBS Group Managing Board, UBS Investment Bank Management Committee and UBS Investment Bank Board. In addition, he was the Chairman of the UBS Investment Bank Client Committee, the Global IBD Management Committee and the IBD Americas Executive Committee.

Prior to UBS, Mr. Moelis was Head of Corporate Finance and Co-Head of the Los Angeles office of Donaldson, Lufkin & Jenrette. Mr. Moelis began his investment banking career in 1981 at Drexel Burnham Lambert where he helped the firm pioneer the use of high yield debt to finance high-growth companies and mergers and acquisitions.

Mr. Moelis is Chairman of the Tourette Syndrome Association and a member of the Wharton Board of Overseers and the Board of Governors of Cedars Sinai Hospital. He holds an undergraduate degree and an M.B.A. from The Wharton School at the University of Pennsylvania.

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, of which 1 hour may apply to ethics credit. 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.

e indicates the hours of ethics credit available for a particular session.

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

exhibiting

Don't miss the opportunity to exhibit at this year's Institute. This is a can't-miss way to market your business to an informed and interested audience and to expose your products and services to the top Southern California law firms and companies at one single event. Availability is limited, so sign up early. Information about becoming an exhibitor can be found at <http://law.usc.edu/cle/icc>.

location and parking

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. Please be aware that 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

TAX

Monday – Wednesday, January 26-28, 2009
Sheraton Los Angeles Downtown Hotel
Los Angeles, California

INTELLECTUAL PROPERTY

March 17, 2009
Beverly Hills Hotel
Beverly Hills, California

REAL ESTATE LAW AND BUSINESS

March 25, 2009
Millennium Biltmore Hotel
Los Angeles, California

ENTERTAINMENT LAW AND BUSINESS

October 2009
USC University Park Campus

TRUST AND ESTATE

November 2009
Los Angeles, California

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Chief Administrative Officer
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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

Multiple tickets to the Institute are available as indicated on the inside back cover of this brochure, with the purchase of Institute sponsorship. Individual Institute tickets are also available. Your registration or sponsorship fee includes the Institute program, luncheon, refreshment breaks, networking cocktail mixer, and a copy of the Institute's Syllabus (a volume of up-to-date analyses and practical materials prepared by our speakers) in CD-ROM or print format.

Register early to sponsor or attend!

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 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 www.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 21, 2008**. Refund requests may be submitted:

By mail to:

ICC Refunds
USC Gould School of Law - Continuing Legal Education
699 Exposition Boulevard, ATT340
Los Angeles, CA 90089-0071

By fax to: (213) 743-1830

Or by email to: cle@law.usc.edu

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 registrations) will be deducted from all refunds. No refunds will be processed prior to the Institute.

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.

DRESS CODE

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

registration form

2008 INSTITUTE FOR CORPORATE COUNSEL The Must See Event For Corporate Counsel!

Wednesday, December 3, 2008

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

THREE WAYS TO REGISTER:

- **Register online** with Visa or MasterCard at <http://law.usc.edu/cle/icc>
- **Detach and mail** the completed form with check or credit card information to:
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- SPONSORSHIP – \$2,000**
Six tickets to the Institute, fully transferable
- INDIVIDUAL TICKET PURCHASE – \$350**
- FULL-TIME LAW STUDENT REGISTRATION – \$100**
One ticket to the Institute (*proof of enrollment required*)
Law School: _____

SYLLABUS FORMAT PREFERENCE: CD-ROM Print

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

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2008 INSTITUTE FOR CORPORATE COUNSEL

DECEMBER 3, 2008

ENERGIZE YOUR PRACTICE WITH THE LATEST INFORMATION AND CRITICAL TIPS!

Keynote Luncheon Speaker **KENNETH D. MOELIS**,
Chief Executive Officer of Moelis & Company and Former President of UBS Investment Bank

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