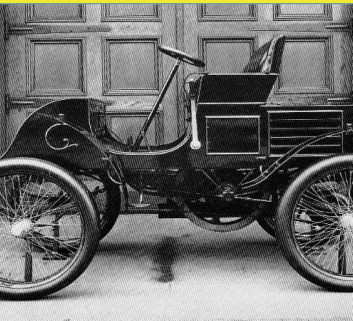


IADC
International Association
of Defense Counsel



INNOVATION
the Road to Success

CORPORATE COUNSEL COLLEGE
April 26 - 27, 2012

THE RITZ-CARLTON
CHICAGO, IL USA

IADC CORPORATE COUNSEL COLLEGE

APRIL 26 - 27, 2012

THE RITZ-CARLTON, CHICAGO

Who should attend?

In-house counsel responsible for hiring
and managing outside counsel

Senior insurance industry executives

Corporate compliance officers

Senior executives and counsel to non-profit corporations

Heads of corporate governmental relations departments

Heads of litigation departments

Experienced outside defense trial counsel

The IADC Corporate Counsel College is designed to be an interactive and dynamic learning experience that takes advantage of the vast knowledge and experience of panelists, in-house corporate counsel, and the outside counsel attendees. While each session will follow a slightly different format, panelists and moderators will share their experiences and what they learned. The moderators will engage the audience and panel members in a spirited and educational discussion about the issues, sometimes posing hypothetical situations to stimulate further discussion.

Don't miss the 2012 Corporate Counsel College!

COLLEGE ADVISORY BOARD

*Thank you to the members of the Corporate Counsel College Advisory Board
for their work to make this meeting possible.*

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THURSDAY, APRIL 26, 2012

7:30 – 8:30 a.m.

CONTINENTAL BREAKFAST

Sponsored by Litigation Management

8:30 – 8:45 a.m.

OPENING REMARKS

Bruce R. Parker, Corporate Counsel College Dean

Venable LLP, Baltimore, MD

William J. Perry, IADC President

Carter Perry Bailey LLP, London, England

8:45 – 10:15 a.m.

CRIMINALIZATION OF CORPORATE CONDUCT AND CONGRESSIONAL INVESTIGATIONS

For a number of years, the ultimate nightmare for a corporate executive potentially involved in wrongdoing was the appearance of Mike Wallace at the reception desk proclaiming: *We're from 60 Minutes and have a few questions for the CEO.* With renewed and reinvigorated enforcement of the *Responsible Officer Doctrine*, the potential ramifications of alleged corporate misconduct, even if unknown to the accused, can be far more catastrophic both for the individual and the company. Prison sentences and multi-million dollar fines for corporate activities previously shielded from outside review have become the norm rather than the exception. To add insult to injury, ambitious politicians often view criminal investigations of corporations or corporate officers as a perfect opportunity for a public hearing that generates increased public exposure to the politician, but rarely much else substantively. Moreover, such hearings do not afford those called before a congressional committee with the due process protections enjoyed in a courtroom.

Our distinguished panel of past and present corporate representatives, government prosecutors and Congressional counsel (*with major input from members of the audience!*) will discuss the role and intentions of government in these efforts; the effects on and reactions of individuals specifically targeted; and the Congressional investigations and resolutions often arising from the recent changes in perspective.

Moderator: GEORGE S. HODGES, Hodges Walsh & Slater LLP, White Plains, NY

Panelists: THOMAS C. FRONGILLO, Weil, Gotshal & Manges, LLP, Boston, MA;

SARAH SHAW, Associate General Counsel, AARP, Washington, DC; RAYMOND

V. SHEPHERD, III, Venable LLP, Washington, DC; LAUREN C. STEVENS, former

Vice President and Associate General Counsel, GlaxoSmithKline, Durham, NC

10:15 – 10:30 a.m.

REFRESHMENT BREAK

10:30 – 11:45 a.m.

IMPLEMENTING ENTERPRISE RISK ASSESSMENT

As costs of non-compliance, government enforcement, product failures, regulatory scrutiny and whistleblower actions continue to mount, it is critical for legal department leaders and their outside advisors to help their companies recognize, evaluate and mitigate business risks. This panel will discuss various approaches in-house counsel take to help their clients make strategic business decisions with their eyes wide open to the risk side of the risk/benefit analysis. Also learn about an innovative approach to using a business process method to evaluating risk in a way that will ring a responsive chord with the number crunchers in your organization.

Moderator: MARLA S. PERSKY, General Counsel, Boehringer Ingelheim USA Corporation, Ridgefield, CT

Panelists: DR. JON CAMMACK, President & CEO, The Science Cooperative LLC, Chicago, IL; MARK SCHWAMBERGER, Assistant Vice President-Accounting, State Farm Insurance, Bloomington, IL; SANDRA D. VAN DER VAART, Senior Vice President & General Counsel, Laboratory Corporation of America, Burlington, NC

11:45 a.m. – 1:10 p.m.

LUNCHEON AND KEYNOTE SPEAKER

IN THE RING: THE TRIALS OF A WASHINGTON LAWYER



From the Washingtonian litigation rings to the Corporate Counsel College in Chicago, we are pleased to present Keynote Speaker Bob Bennett. Mr. Bennett, who has represented Bill Clinton in the Paula Jones/Monica Lewinsky case as well as many other famous clients in many high-profile disputes related to the elite of US politics over the last decades, will tell us stories about his most memorable cases and the practice of the law.

ROBERT BENNETT, Hogan Lovells LLP, Washington, DC

1:15 – 2:30 p.m.

INSIDE FEDERAL AGENCIES

This panel of recently departed senior supervising attorneys from the DOJ, SEC and FDA will provide key insights into the inner workings of their respective former agencies. What are the strengths and limitations of these federal regulatory and enforcement agencies? How does the FDA utilize risk/benefit assessment to determine which medical products are approved? What are the benefits and risks of self-reporting potential FCPA violations to the DOJ? How have the Dodd-Frank whistleblower provisions impacted SEC investigations and your companies own internal compliance programs?

This panel will address these issues and also provide suggestions and strategies to make your next interaction with these and other federal agencies more productive. This is your opportunity to get straight, unfiltered answers to your questions about what goes on behind the scenes. We encourage active and energetic audience participation.

Moderator: PATRICK J. CONLON, Coordinator - Compliance Litigation, Exxon Mobil Corporation, Houston, TX

Panelists: PAUL PELLETIER, former Principal Deputy Chief for Litigation, DOJ Criminal Frauds Division, Mintz Levin Cohn Ferris Glovsky and Popeo, P.C., Washington, DC; ROSE L. ROMERO, former Regional Director of the SEC's Fort Worth Regional Office, Thompson & Knight, Dallas and Fort Worth, TX; RALPH S. TYLER, former Chief Counsel of the FDA, Venable LLP, Baltimore, MD

2:30– 2:45 p.m.

REFRESHMENT BREAK

2:45 – 4:00 p.m.

NAVIGATING THE MAZE OF RECENT REGULATIONS, RULINGS AND REQUIREMENTS REGARDING EMPLOYEE CLASSIFICATION, WAGE PAYMENT AND UNION ELECTIONS

While Congress has not recently passed any significant legislation impacting the workplace, several other governmental agencies have been active. In the last two years, the federal government has issued new regulations, opinions and enforcement policies directly impacting employers. In turn, these efforts have led to increased litigation. The panel will discuss a number of these key emerging labor and employment issues, including recent NLRB rulings affecting unionization efforts, consequences involved with misclassification of workers entitled to overtime, and challenges presented by class action litigation involving wage claims and discrimination suits after the hallmark *Dukes v. Wal-Mart* decision.

Moderator: MOLLY HUGHES CHERRY, Nexsen Pruet, LLC, Charleston, SC Panelists: KIM BOYLE, Phelps Dunbar, New Orleans, LA; ALDOS VANCE, Associate General Counsel, Altec, Inc., Birmingham, AL; PHIL WEIS, Director and Senior Employment Counsel, Boehringer Ingelheim USA Corporation, Ridgefield, CT

4:05 – 5:20 p.m.

TENSION IN FREE MARKETS: TOUGH ISSUES WITH GRAY MARKET PRODUCT DISTRIBUTION

The gray market describes the channel of trade in lawful goods that operates outside the authorized distribution system of US manufacturers and brand owners. A typical example of gray market trade would be brand name merchandise sold overseas at prices that are significantly lower than those at which the manufacturer sells the same items in the United States. The overseas goods are often re-imported back into the United States by wholesalers and sold at prices that undercut the manufacturer's domestic market in direct competition with US manufacturers. The battles between counsel for the brand owners/manufacturers and gray market

wholesalers have been raging for decades. In recent years, however, the range of legal issues implicated in these battles has expanded dramatically to include contract, business tort, copyright, trademark and patent law issues, among others. At the heart of much of this debate is the first sale doctrine — a fundamental tenet of trademark, copyright and patent law.

Our panel will explore all of these issues, explaining why knowledge of the gray market is critical to every corporate counsel whose employer distributes virtually any type of product, tracing the development of the law in this area with particular focus on recent Supreme Court precedent and following the current legislative and regulatory initiatives that could have a significant impact on the continued viability of this market.

Moderator: ALFRED R. PALIANI, General Counsel, Quality King Distributors, Inc., Bellport, NY

Panelists: RICHARD J. GROOS, Fulbright & Jaworski, L.L.P., Austin, TX;

LAWRENCE G. MUSCARELLA, Assistant General Counsel, MTD Products Inc., Valley City, OH; LEE SANDLER, Sandler, Travis & Rosenberg, PA, Miami, FL;

ANTHONY J. VIOLA, Edwards Angell Palmer & Dodge LLP, New York, NY

5:20 – 5:30 p.m.

CONCLUDING COMMENTS FOR DAY ONE

Bruce R. Parker, Corporate Counsel College Dean, Venable LLP, Baltimore, MD

5:30 – 7:00 p.m.

COCKTAIL RECEPTION

Sponsored by Thomas G. Oakes Associates

FRIDAY, APRIL 27, 2012

7:30 – 8:30 a.m.

CONTINENTAL BREAKFAST

Sponsored by Litigation Management

8:30 – 8:40 a.m.

COMMENTS BY IADC PRESIDENT WILLIAM J. PERRY AND INTRODUCTION OF LORD PHILLIPS

8:40 – 9:00 a.m.

COMMENTS BY LORD PHILLIPS

LEGAL PROFESSIONAL PRIVILEGE AND THE REGULATOR - A EUROPEAN VIEWPOINT



Lord Phillips of Worth Matravers is the first President of the Supreme Court of the United Kingdom. He went to King's College, Cambridge, where he read law. He was called to the bar in 1962, practising mostly in shipping, and then served as counsel to the Ministry of Defence and the Treasury, before being made a Queen's Counsel in 1978. He served as a Judge of the High Court of Justice, Queen's Bench Division from 1987 to 1995, also presiding over some of England's most serious commercial trials. He was promoted to the Court of Appeal in 1995 and elevated to Lord

of Appeal in Ordinary in January 1999, becoming Senior Law Lord in 2008. He was Master of the Rolls and Head of Civil Justice from 2000 to 2005 and Lord Chief Justice of England and Wales from 2005 until October 2008. He was the first Lord Chief Justice to be head of the English judiciary, when that function was transferred from the Lord Chancellor in April 2006. As the first President of the Supreme Court of the United Kingdom, he has presided over major constitutional reform separating the judiciary from parliament. Queen Elizabeth II created him a Knight Companion of the Order of the Garter in 2011.

9:05 – 10:10 a.m.

INNOVATION BY IN-HOUSE COUNSEL

The relationship between the client and outside counsel is defined by many factors. The client's expectations and the outside counsel's responsiveness are central to any successful attorney-client relationship. Legislative and economic developments (not all good) have affected many clients' expectations. This has led to some clients implementing innovative changes to traditional and generally accepted practices that have defined the attorney-client relationship. Several nationally recognized innovative counsel programs will be the subject of an interactive discussion among the panel and the audience.

Moderator: JAMES M. CAMPBELL, Campbell Campbell Edwards & Conroy, Boston, MA

Panelists: ROBERT D. HUNTER, General Counsel, Altec, Inc., Birmingham, AL; JOSEPH M. KELLY, AVP-Risk Management, CSX Transportation, Jacksonville, FL; JOHN O'TUEL, III, GlaxoSmithKline, Research Triangle Park, NC; ELLEN ROSENTHAL, Chief Counsel, Pfizer Legal Alliance, New York, NY

10:15 – 11:30 a.m.

DEVELOPING MANAGEMENT SKILLS AND MOTIVATING YOUR TEAM

Why has leadership become so difficult? Partly because we lead in very complex environments, and partly because most leaders rely on two inadequate tools: experience and intuition. In our complex environments, experience is insufficient and intuition can mislead us. The solution is a comprehensive, coherent framework that makes sense of this complexity and that brings great leadership within the grasp of corporate leaders. Author and thought leader Antony Bell, CEO of LeaderDevelopment Inc. (LDI), will bring us this framework, focusing, among other things, on how corporate counsel can support their colleagues (and outside counsel their clients) in the strategic leadership essential for their organizations, as well as on the kind of courage they and their colleagues will need as they face these very challenging times.

Moderator: ROBERT D. HUNTER, General Counsel, Altec, Inc., Birmingham, AL
Speaker: ANTONY BELL, CEO, LeaderDevelopment Inc., Columbia, SC

11:30 – 11:40 a.m.

CLOSING REMARKS

Bruce R. Parker, Corporate Counsel College Dean

George S. Hodges, Corporate Counsel College Dean-Elect

Location

The Ritz-Carlton Chicago

160 East Pearson Street, Chicago, IL 60611 Phone: 312.266.1000

www.fourseasons.com/chicagorc/

The Ritz-Carlton Chicago (A Four Seasons Hotel) is set atop Water Tower Place, high above prestigious North Michigan Avenue and features exquisite décor, intuitive service, and one of the city's most acclaimed restaurants. The Ritz-Carlton Chicago offers a setting of unmistakable grandeur, ideal for business or for leisure.

Reservations and Room Rates

The room rate, which is subject to the current applicable occupancy and sales tax per room, per night, is \$245 for a Deluxe Room with a maximum of three adults per room. An additional charge of \$40 per night will be assessed for a fourth adult in a room. **In order to make your hotel reservation you must first register for the meeting with the IADC.** Once registered, a code will be generated by the IADC along with your registration confirmation that will allow you to secure a hotel room at The Ritz-Carlton. You must call the hotel directly and request the Reservations Department. Reservations must be made prior to Thursday, April 5, 2012. Unused rooms held for this meeting will be released on this date. Any reservation requests received after April 5, 2012 will be accepted only on a space available basis at the group rate. Please note that the room block may fill before April 5, so we encourage you to register with the IADC so that you can make your hotel reservation early. Cancellations must be made at least 24 hours in advance of check-in by 6:00 p.m. CST on date of scheduled arrival to avoid forfeiture of first night room deposit. Check-in time is 3 p.m. and check-out time is 12 noon CST.

Ground Transportation

Average one-way cab fare to the hotel from O'Hare International Airport is \$40-\$50 and from Midway Airport is \$35-\$45. GO Airport Express provides service from both O'Hare and Midway airports to downtown Chicago for discounted fares. For more information, please visit the GO Airport Express Web site at www.airportexpress.com.

Climate and Dress

When packing for your trip, please note that average temperatures in Chicago this time of year range from a high of 65 degrees Fahrenheit to a low of 45 degrees Fahrenheit. Business attire is recommended for the meeting.

Registration Fees and Procedures

IADC outside counsel members and partners of members can attend the College only if they are accompanied by a client. The package registration fee is \$1,590 (includes one outside counsel and one in-house client). Fee for first additional client: \$645; second additional client: \$595; third or greater additional client: \$545. For in-house counsel and insurance executive members and in-house counsel and insurance executive non-members who are attending on their own, the fee is \$695. In-house counsel and insurance executives who would like to be hosted by outside counsel can also request to be paired up with an IADC member. Similarly, outside

counsel looking for an in-house counsel to sponsor can be matched up with one if their own clients are unavailable to attend. Please contact Amy O'Maley at aomal-ey@iadclaw.org if interested in this match program. Please fill out the registration form and send it to the IADC office or register online at www.iadclaw.org.

CLE Credit

Approximately 9 hours of general CLE credit in 60-minute states and 10.8 hours of general CLE credit in 50-minute states will be requested for accreditation from all mandatory continuing legal education jurisdictions. The IADC is an Authorised Provider of CPD Credit with the Solicitors Regulation Authority of England and Wales. The IADC is also a Pre-Approved Provider of CPD Credit with the Law Society of British Columbia. The Quebec CPD Committee recognizes courses approved by other Canadian bars as approved in Quebec. 9 CPD credits are available for attendance at the Corporate Counsel College.

Cancellation Policies

Registration Fee: A CASH REFUND, less a \$150 processing fee, will be made if a written notice of cancellation is received by the IADC office more than thirty (30) days prior to the first day of the meeting. No reason for the cancellation need be provided for a timely notice of cancellation. NO CASH REFUND will be made if notice of cancellation is received by the IADC office thirty (30) days or less prior to the first day of the meeting. However, if special circumstances arise before the meeting which prevent attendance, a member may request a future meeting credit. The request needs to be in writing and submitted to the IADC office. It should be directed to the Finance Committee's attention and note the special circumstances which caused cancellation. The credit request can only apply to meeting registration fees (not air, hotel, activity, tour, or special event fees) and, if approved, will be valid for use toward any IADC meeting for one (1) year from the date of the meeting for which credit is requested. A \$150 processing fee will be deducted from the total future meeting credit. All future meeting credit requests will be considered by the Finance Committee and the decision of that Committee will be final.

General Event and Breakfast Sponsor



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2012 CORPORATE COUNSEL COLLEGE REGISTRATION FORM

DATE: April 26-27, 2012 • LOCATION: The Ritz-Carlton, Chicago, Illinois USA

IADC OUTSIDE COUNSEL MEMBER AND CORPORATE CLIENT PACKAGE

\$1,590

IADC outside counsel members must bring an in-house client to attend. Fee includes registration for member and client.

IADC MEMBER OUTSIDE COUNSEL INFORMATION

NAME _____ NAME ON BADGE _____

FIRM NAME _____

BUSINESS ADDRESS _____

CITY _____ STATE _____ ZIP _____ COUNTRY _____

BUSINESS PHONE _____ BUSINESS FAX _____

E-MAIL ADDRESS _____

U.S. STATE BAR NUMBER(S) FOR ALL STATES WHERE LICENSED _____

U.K. SOLICITOR IDENTIFIER NUMBER (if applicable) _____

IN-HOUSE CLIENT INFORMATION

NAME _____ NAME ON BADGE _____

FIRM NAME _____

BUSINESS ADDRESS _____

CITY _____ STATE _____ ZIP _____ COUNTRY _____

BUSINESS PHONE _____ BUSINESS FAX _____

E-MAIL ADDRESS _____

U.S. STATE BAR NUMBER(S) FOR ALL STATES WHERE LICENSED _____

U.K. SOLICITOR IDENTIFIER NUMBER (if applicable) _____

INSURANCE EXECUTIVE AND IN-HOUSE COUNSEL ATTENDEE

\$695

For in-house counsel and insurance executive members and non-members who are attending on their own or for additional clients attending with an outside counsel IADC member. For members bringing additional clients, the fee for the first additional client is \$645; second additional client is \$595; and third or greater additional clients are \$545 each.

NAME _____ NAME ON BADGE _____

FIRM NAME _____

BUSINESS ADDRESS _____

CITY _____ STATE _____ ZIP _____ COUNTRY _____

BUSINESS PHONE _____ BUSINESS FAX _____

E-MAIL ADDRESS _____

U.S. STATE BAR NUMBER(S) FOR ALL STATES WHERE LICENSED _____

U.K. SOLICITOR IDENTIFIER NUMBER (if applicable) _____

TOTAL AMOUNT ENCLOSED

\$ _____

PAYMENT

Complete and mail or fax form with payment to: IADC, 303 West Madison, Suite 925, Chicago, IL 60606 or fax to 312.368.1854.

Check/Money Order (Payable to the IADC in USD)

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Number: _____ Expiration Date: _____ Security Code: _____

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If paying by wire transfer, please send information to JPMorgan Chase Bank, Chicago, Illinois, Routing # 071000013, Account # 644403099, Swift Code CHASUS33.

Please note: You must register for the meeting prior to reserving rooms at the hotel. You will receive a code with your meeting confirmation that will allow you to reserve a room at The Ritz-Carlton. Questions? Call 312.368.1494.

Questions?

International Association of Defense Counsel • 303 W Madison, Suite 925, Chicago, IL 60606 USA

Phone: 312.368.1494 Fax: 312.368.1854 Web: www.iadclaw.org



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