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counsel
Presents

The Seventeenth Annual

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ALM EVENTS

CORPORATE
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Chairpersons:

Steven R. Andrews

Senior Vice President of Law and
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ShopKo, Inc.
Green Bay, Wisconsin

Kenneth V. Handal

Executive Vice President and
General Counsel
Computer Associates International, Inc.
Islandia, New York

Luncheon Addresses:

Monday June 6, 2005

Noah J. Hanft

General Counsel and
Corporate Secretary
MasterCard International
Purchase, New York

Tuesday June 7, 2005

Lanny Davis

Partner
Orrick, Herrington & Sutcliffe LLP
Former Specialist Counsel for
President Clinton
Washington, D.C.

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ALM EVENTS

It is essential for the leader of the 21st century law department to be a highly skilled attorney and an individual with keen business acumen.

To help you succeed in today's dynamic, fast-paced business climate, **Corporate Counsel Magazine** and **ALM Events** are pleased to present

**The 17th Annual
GENERAL COUNSEL CONFERENCE**

This unique event, which draws over 100 General Counsel from around the country, representing a broad cross section of industries, is a powerful peer-to-peer learning and informational exchange opportunity.

Topics for discussion will include:

- New Challenges in Antitrust
- M&A: General Counsel as Deal Maker
- The Movement Toward Self-Governing Corporate Cultures
- Improving Your Productivity Through Innovative Uses of Technology
- Protecting Your Intellectual Property
- Today's Evolving Corporation: How to Hire and Retain Top Legal Talent
- Labor and Employment: Nine Topics for General Counsel
- Keeping the Cost of Litigation Down Without Compromising Your Outcomes
- Working Effectively With Your Board of Directors

In today's electronic business world where transactions can happen in the blink of an eye, it is imperative that GCs retain flexibility and open lines of communication amidst the flurry of constant changes and regulations.

Our Day 1 keynote luncheon address "**The Evolution of the Law Department**," presented by Noah J. Hanft, General Counsel and Corporate Secretary, MasterCard International, directly underscores the need for law departments to be adaptable in the face of change. Our Day 2 keynote speaker, Lanny Davis, Partner, Orrick, Herrington & Sutcliffe LLP and Former Specialist Counsel for President Clinton, will present "**The Integration of Legal and PR Disciplines**," highlighting the importance of internal, as well as external, communications.

Join us June 6th - 7th in New York City

As an attendee, not only will you benefit by receiving updates on substantive areas of law and topical matters impacting general counsel, you will also profit from participating in thought-provoking discussions with our top-notch faculty.

You will come away from this event with innovative ideas and approaches — prepared to address the needs of your company, regardless of what tomorrow may bring.

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Chairpersons: _____

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Senior Vice President of Law
and Human Resources
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Green Bay, Wisconsin

Kenneth V. Handal
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Lanny Davis
Partner
Orrick, Herrington & Sutcliffe
LLP
Former Specialist Counsel for
President Clinton
Washington, D.C.

Martin D. Beirne
Managing Partner
Beirne, Maynard & Parsons, L.L.P.
Houston, Texas

Marc Gary
Executive Vice President
& General Counsel
BellSouth Corporation
Atlanta, Georgia

Doug Lankler
Assistant General Counsel
Pfizer, Inc.
New York, New York

Howard Rosenblatt
Partner
Howrey LLP
Brussels, Belgium

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Executive Vice President
& General Counsel
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New York, New York

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Peter M. Lieb
Senior Vice President, General
Counsel and Secretary
Symbol Technologies, Inc.
Holtsville, New York

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Partner
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New York, New York

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Director, Consulting Services
nMatrix, Inc.
New York, New York

Kenneth L. Glazer
Chief Counsel for
Competition Law
The Coca-Cola Company
Atlanta, Georgia

John Lord
Chairman
nMatrix, Inc.
New York, New York

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New York, New York

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Partner, Co-Chair, Securities
Litigation and Professional
Liability Practice Group
Latham & Watkins LLP
New York, New York

Richards Gordon
Managing Partner
Major, Hagen & Africa
Boston, Massachusetts

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Associate General Counsel
Director, Global Ethics
and Compliance
The Dow Chemical Company
Midland, Michigan

Dov Seidman
Chairman and
Chief Executive Officer
LRN
Los Angeles, California

Jon P. Christiansen
Partner
Foley & Lardner LLP
Milwaukee, Wisconsin

Cherie Hernandez
Senior Product Manager
Litigation Management
Products
CT Corporation
New York, New York

Ravi Motwani
Vice President and Labor Counsel
Polo Ralph Lauren
Lyndhurst, New Jersey

Samuel H. Solomon
Chairman & CEO
DOAR Litigation Consulting
Lynbrook, New York

Terrance J. Clark
Co-Chair National Intellectual
Property Practice
Greenberg Traurig LLP
Los Angeles, California

John Howard
General Counsel
W. W. Grainger
Lake Forrest, Illinois

Gretchen M. Olive
Associate General Counsel and
Manager, IP Services
Corporation Service Company
(CSC)
Wilmington, Delaware

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Attorney/Consultant
Attorney Consulting in Litigation
Management
Cleveland, Ohio

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Senior Vice President and
General Counsel
Pitney Bowes Inc.
Stamford, Connecticut

William Kellermann, Esq.
Director, Corporate Legal Systems
Summation Legal Technologies, Inc.
San Francisco, California

Matt Den Ouden, Esq.
National Director - Strategic
Accounts
TyMetrix
Hartford, Connecticut

Ryan K. Stafford
Vice President & General Counsel
Tyco Engineered Products & Services
Exeter, New Hampshire

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Partner
Foley & Lardner LLP
Chicago, Illinois

Sylvia Kerrigan
Assistant General Counsel -
Litigation, Human Resources
and Environmental
Marathon Oil Company
Houston, Texas

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Associate General Counsel &
Director, Contracts &
Compliance
United Technologies
Corporation
Hartford, Connecticut

Paul Sutton
Co-Chair, National Intellectual
Property Practice
Greenberg Traurig LLP
New York, New York

Robert A. Feinberg
Deputy General Counsel
ALM
New York, New York

Michael Kraft
General Counsel
Kraft Kennedy & Lesser, Inc.
New York, New York

John M. Taladay
Partner
Howrey LLP
Washington, DC

Faculty

Agenda

Monday June 6, 2005

8:30-9:00 **Continental Breakfast and Registration**

9:00-9:15 **Welcoming Remarks**

9:15-10:15 **Labor & Employment Law: Nine Important Issues for General Counsel in 2005**

- Practicing proactive HR management
- Staying out of court
- The future of age discrimination claims
- ERISA class actions
- Managing international issues
- Severance agreement and non-competes
- Card check/neutralty agreements
- FLSA compliance
- Managing outside counsel costs

Ravi Motwani

Vice President and Labor Counsel
Polo Ralph Lauren

Paul Salvatore

Partner
Proskauer Rose LLP

10:15-11:30 **The Convergence of Reputation Management, Enterprise Risk Management, Compliance and Culture**

Forces from the Sentencing Guidelines to NYSE listing requirements have aligned to create a new standard for corporate behavior. The focus has been changed from simple rule-based compliance to creating self-governing corporate cultures.

- How do you make this shift?
- How do you manage corporate risk, build and protect your reputation?
- Meeting new governance challenges and at the same time, creating self-governing, "do-it right" cultures?

Moderator

Dov Seidman

Chairman and Chief Executive Officer
LRN

Panel

Richard P. Bernard

Executive Vice President & General Counsel
New York Stock Exchange, Inc.

Doug Lankler

Assistant General Counsel
Pfizer, Inc.

Thomas R. McCormick

Associate General Counsel
Director, Global Ethics and Compliance
The Dow Chemical Company

Paul L. Robert

Associate General Counsel &
Director, Contracts & Compliance
United Technologies Corporation

11:30-11:45 **Mid-Morning Break**

11:45-12:45

The General Counsel as Deal Maker: Mergers and Acquisitions

- Lessons learned from 2004's largest deals
- Common deal-making pitfalls to avoid
- After effects of SOX
- Understanding Section 404
- Getting your deal through the Delaware courts

Faiza Saeed

Partner
Cravath, Swaine & Moore LLP

12:45-2:15

Luncheon and Keynote Address The Evolution of the Law Department

Noah J. Hanft

General Counsel and Corporate Secretary
MasterCard International
Purchase, New York

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CORPORATION SERVICE COMPANY

2:15-3:15

New Challenges in Antitrust

- U.S. antitrust agencies under fire: Have Oracle and Arch Coal led to new opportunities for merging companies?
- The escalating risk of Sherman Act Section 2 liability: What lessons do Conwood, LePages and Dentsply hold for antitrust counsellors?
- The changing landscape of EC Merger Review: What do the new merger regulations, guidelines and Tetra Laval portend for concentrations in Europe?

Kenneth L. Glazer

Chief Counsel for Competition Law
The Coca-Cola Company

Howard Rosenblatt

Partner
Howrey, LLP

John M. Taladay

Partner
Howrey, LLP

3:15-3:30

Afternoon Break

3:30-5:00

For Better or for Worse: How and Why Life Has Changed for the General Counsel

The era of increased corporate governance has created the opportunity for in-house attorneys to enhance their stature within management and in the boardroom — all with its accompanying risks. A distinguished panel of experts examines whether this is all for the better or for the worse; and how and why the life of the General Counsel has changed.

- What new risks and pressures have emerged for the General Counsel?
- What work remains for the General Counsel in the pursuit of good governance?
- What, in fact, is for the better?
- What, in fact, is worse?

Agenda

Steven R. Andrews

Senior Vice President of Law and Human Resources
ShopKo, Inc.

Marc Gary

Executive Vice President & General Counsel
BellSouth Corporation

Adam Gilbert

Partner
Nixon Peabody LLP

Michele Coleman Mayes

Senior Vice President and General Counsel
Pitney Bowes Inc.

5:00 **Cocktail Reception**

Hosted by



Tuesday June 7, 2005

9:00-10:00 **Effectively Working with Your Board of Directors**

- What the GC expects from the Board and what the Board expects from the GC
- Era of hostility
- Understanding, assessing and minimizing liability
- Dealing with the possibility of multiple privileges, partial or complete waivers and third-party exposure

David M. Brodsky

Partner, Co-Chair, Securities Litigation and Professional Liability Practice Group
Latham & Watkins LLP

John Howard

General Counsel
W. W. Grainger

Peter M. Lieb

Senior Vice President, General Counsel and Secretary
Symbol Technologies, Inc.

10:00-11:00 **Managing the Costs of Litigation**

In every survey, General Counsel report the cost of litigation as their number one concern. In difficult economic times, they are often forced to operate on shoestring budgets and cut legal costs any way they can. At the same time, neither they nor their CEOs, boards of directors, nor shareholders want to see unfavorable litigation outcomes. In their effort to balance cost reductions and the demand for quality work, GCs are turning to case budgeting and alternative billing methods as logical solutions.

Topics of discussion will include:

- How litigation budgeting helps GCs
 - Predict the costs of litigation and factor it into the overall financial goals of the company
 - Understand in greater detail the real value they are receiving for their legal spending
- How the outside law firm also benefits from case budgeting

- Makes fees more predictable
- Promotes agreement with the client on strategy and tactics
- Helps in allocation of internal resources
- Beyond the billable hour: The migration toward alternative billing
 - Why some companies seek alternative fee arrangements and others do not
 - Types of legal work that are best suited to alternatives
 - Establishing the necessary mutual trust and safeguards to make alternative fee arrangements work
 - Alternative billing as a means to stronger relationships, reduced costs, predictable costs, efficient resolution of matters and shared accountability
- Alternative billing models

Martin D. Beirne

Managing Partner
Beirne, Maynard & Parsons, L.L.P.

Sylvia Kerrigan

Assistant General Counsel – Litigation, Human Resources and Environmental
Marathon Oil Company

Samuel H. Solomon

Chairman & CEO
DOAR Litigation Consulting

11:00-11:15 **Mid-Morning Break**

11:15-12:15 **Litigation Alternate Fee Agreements: Real World Provisions and Alternatives**

Increasingly, litigation services are provided pursuant to an agreement other than the venerable "billable hour". This presentation will involve a discussion of the many types of alternate fee arrangements and the situations in which a particular type of arrangement is appropriate. The authors will go beyond a discussion of mere concepts to present suggested contract language and tips for maintaining a harmonious relationship between attorney and client when sharing the risks of the litigation.

Jon P. Christiansen

Partner
Foley & Lardner LLP

James D. Dasso

Partner
Foley & Lardner LLP

12:15-1:30 **Luncheon and Keynote Address**

The Integration of Legal and PR Disciplines: The Imperatives of the Post-Enron, Post-Sarbanes Oxley Age

Lanny Davis

Partner
Orrick, Herrington & Sutcliffe LLP
Former Specialist Counsel for President Clinton

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Agenda

1:30-2:15

Electronic Discovery — And Other Associated Nightmares for Corporate Counsel

- Strategies for responding to: "We just received this subpoena — what should we do first?"
- Strategies for cost containment from the outset and during the conduct of e-discovery based litigation
- Recent court decisions: Spoliation and the inadvertent attraction of US jurisdiction
- Long-term strategies
- Risk Management Considerations: Sarbanes Oxley

Michael Kraff

General Counsel
Kraff Kennedy & Lesser, Inc.

John Lord

Chairman
nMatrix, Inc.

Paul Brabant

Director, Consulting Services
nMatrix, Inc.

2:15-3:15

Effectively Managing Your Company's IP Assets: Questions — Asked and Answered

- Assessing your IP assets in industry context: Can you really rely upon a "right to use" non-infringement opinion?
- Unlocking hidden IP assets through the IP audit
- What are the values of "business method patents" and are design patents worth pursuing?
- Can we protect our global domain name and branding strategies on the Internet?
- How to generate licensing revenue without giving competitors critical IP rights
- Counterfeiting and enforcement strategies: what are the best global IP protections?
- Media access and freedom of information requests: is your "confidential IP" confidential?
- How to build trade dress rights into your products
- What is the value of an exculpatory opinion, and does it make sense to waive privilege?

Terence J. Clark

Co-Chair National Intellectual Property Practice
Greenberg Traurig LLP

Robert A. Feinberg

Deputy General Counsel
ALM

Gretchen M. Olive

Associate General Counsel and Manager, IP Services
Corporation Service Company (CSC)

Paul Sutton

Co-Chair National Intellectual Property Practice
Greenberg Traurig LLP

3:30-4:15

Today's Evolving Corporation: How to Hire and Retain Top Legal Talent

With global expansion, industry consolidation and corporate restructuring, companies need new strategies for hiring and retaining top legal talent. In this session, we'll discuss innovative approaches to:

- Sourcing the "right fit" for your team
- Addressing pros and cons of corporate culture and, as a leader, communicating expectations and inspiring commitment
- Positioning the long-term future of the company and personal growth opportunities
- Interplay of traditional compensation and benefits incentives vs. draw of a dynamic work environment
- GC's management role in making it all happen

Richards Gordon

Managing Partner
Major, Hagen & Africa

Ryan K. Stafford

Vice President & General Counsel
Tyco Engineered Products & Services

4:15-5:15

What is on Your Desktop? Emerging Technology for the Law Department

This session will examine currently available technology and technology coming online in the near term to support the law department. Areas of specific focus will include:

- New technologies for the acquisition, distribution and support of service of process, early assessment, matter initiation and matter assignment
- Tools for matter management collaboration and integration with outside counsel invoicing, cost control and matter metrics acquisition and analysis
- Integrated tools for evidence management for regulatory compliance and discovery response

Moderator

J. William Speros, Esq.

Attorney - Consultant
Attorney Consulting in Litigation Management

Panel

Cherie Hernandez

Senior Product Manager
Litigation Management Products
CT Corporation

William Kellermann, Esq.

Director, Corporate Legal Systems
Summation Legal Technologies, Inc.

Matt Den Ouden, Esq.

National Director - Strategic Accounts
TyMetrix

3:15-3:30

Afternoon Break

5:15

Conference Adjourns

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- IN-HOUSE COUNSEL: \$1,095 per person
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