



Northwestern Law  
Executive and Professional Education

49th Annual  
**Corporate  
Counsel  
Institute**

Earn up to 11.5

**CLE**  
credits

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



September 30–October 1, 2010 • Chicago

Relevant for all audiences, particularly public companies, the **Chicago** Institute will explore the role of general counsel in a changing regulatory environment



November 11–12, 2010 • San Francisco

**New for 2010:** The **San Francisco** Institute will include sessions focused on in-house counsel in **private** and **pre-public companies**



[www.law.northwestern.edu/professionaled](http://www.law.northwestern.edu/professionaled)

## Chicago Session

Northwestern Law, 375 East Chicago Avenue, Chicago

### Thursday, September 30

8 a.m.

**Registration**, Continental Breakfast

8:30–8:45 a.m.

#### **Welcome and Overview**

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

Gloria Santana, Institute Chair, Corporate Executive Vice President, General Counsel, and Corporate Secretary, McDonald's Corporation, Oak Brook, Illinois

8:45–9:15 a.m.

#### **The Capital Markets Today**

*Speaker*

Cary A. Kochman, Managing Director, Co-head of Mergers and Acquisitions for the Americas, UBS Securities LLC, Chicago

9:15–10:15 a.m.

#### **Thawing of the M&A Markets**

- Delaware law developments affecting M&A
- Addressing financing and other transaction risks
- Best practices in transaction management for the general counsel

*Panelists*

Mark J. Gentile, Richards, Layton & Finger, Wilmington, Delaware

Mark D. Gerstein, Latham & Watkins LLP, Chicago

10:15–10:30 a.m.

**Break**

10:30–11:30 a.m.

#### **Doing Business Abroad: Global Trends to Watch**

- FCPA
- The new UK bribery law and other bribery matters
- Enhanced standards, requirements, and practices

*Panelists*

Mark Brzezinski, McGuireWoods, Washington, D.C.

Jay Holtmeier, WilmerHale, New York City

11:30 a.m. – Noon

**Lunch Break**

Noon–1 p.m.

**Breakout: Four General Counsel Roundtables**  
**Moderated by Institute Planning Committee**  
**Members**

1–1:15 p.m.

**Break**

1:15–2:30 p.m.

#### **Current Developments: Employment Law and Labor Relations**

- Labor initiatives of the Obama administration
- EEO update
- Deep dive into wage and hour law
- Other hot topics

*Panelists*

Gregory F. Jacob, Winston & Strawn LLP, Washington, D.C.

Brett G. Rawitz, Managing Counsel, Global Labor and Employment Law, McDonald's Corporation, Oak Brook, Illinois

Joseph E. Tilson, Meckler Bulger Tilson Marick & Pearson LLP, Chicago

2:30–2:45 p.m.

**Break**

2:45–4 p.m.

#### **Legal Perils Created by Commercial and Employee Speech in the World of Social Media**

- Marketing through social media while minimizing the risks
- Protecting the company's reputation:
  - *The risks associated with disparagement and defamation*
  - *When a blogger's opinion goes viral*
- Controlling the use of social media by employees
- Drafting an effective social media policy

*Panelists*

John L. Hines Jr., Reed Smith LLP, Chicago

Amber M. Spataro, Reed Smith LLP, New York City

4–5 p.m.

#### **Ethical Concerns Surrounding Social Media and Electronic Communications**

*Panelists*

Bruce R. Alper, Vedder Price P.C., Chicago

Jeffrey W. Jacobs, Vice President, eDiscovery Consulting, Daticon Electronic Evidence Discovery, Inc., Washington, D.C.

Leslie Ann Reis, Director, Center for Information Technology and Privacy Law, The John Marshall Law School, Chicago

5 p.m.

**Reception, Sponsored by Mayer Brown LLP**

## Friday, October 1

---

8–9 a.m.

*Optional Breakfast Roundtable Discussions — Limited seating (Sponsored Events)*

### **Optimizing Resources to Run Your Law Department Like a Business**

Tom Finke, General Manager, Axiom, Chicago

### **Managing an International Subsidiary — A Focus on Canada**

John A. Kolada, Blake, Cassels & Graydon (U.S.) LLP, Chicago

9–10 a.m.

### **Directors Roundtable: The General Counsel as Advisor to the Board**

*Moderator*

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

*Directors to be announced*

10–11 a.m.

### **Anatomy of a D&O Insurance Contract**

- Analysis of key coverage terms
- The minefield of exclusions
- Key terms in bankruptcy
- Excess coverage terms
- What to expect from the claims process when you tap coverage

*Panelists*

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

11–11:15 a.m.

### **Break**

11:15 a.m.–12:15 p.m.

### **Dealing with Stockholders in a Changing Governance Environment**

- The proxy process
- Direct interaction between a board and its shareholders; how much is enough
- The role and power of proxy advisors
- Getting out the vote, the role of IR and the internet as disclosure vehicle

*Speaker*

Martin P. Dunn, O'Melveny & Myers LLP, Washington, D.C.

12:15–1:15 p.m.

### **Working with Accountants: Accounting Issues for Corporate Counsel**

- Uncertain tax positions, disclosures, and other recent accounting changes
- FAS 5 — Past, present, and future
  - *There's FAS 5, the new ASC 450 (which basically codifies FAS 5), and the proposals being considered by FASB to beef up ASC 450*

- IFRS
- Other hot accounting issues

*Speaker*

Michael L. Hermsen, Mayer Brown LLP, Chicago

1:15 p.m.

### **Program Concludes**

*Northwestern Law Thanks our 2010  
Sponsors and Affiliates*

*Sponsors*

**axiom**  
law redefined

*Blakes*  
CANADIAN LAWYERS

MAYER • BROWN

SEC  CONNECT

*Affiliates*

**Axiom**

**Greenberg Traurig, LLP**

**Mayer Brown LLP**

**McGuire Woods LLP**

**Quarles & Brady LLP**

**Ropes & Gray LLP**

**Vedder Price P.C.**

# San Francisco Session

The City Club of San Francisco, 155 Sansome Street, San Francisco

## Thursday, November 11

---

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

*Speaker*

Andrew K. Woeber, Managing Director, Greenhill & Co., LLC, San Francisco

9:30–10:30 a.m.

### Thawing of the M&A Markets

- Delaware law developments affecting M&A
- Addressing financing and other transaction risks
- Best practices in transaction management for the general counsel

*Panelists*

Brian J. McCarthy, Skadden, Arps, Slate, Meagher & Flom LLP, Los Angeles  
Michael S. Ringle, Wilson Sonsini Goodrich & Rosati, San Francisco

10:30–10:45 a.m.

**Break**

10:45–11:45 a.m.

### Doing Business Abroad: Global Trends to Watch

- FCPA
- The new UK bribery law and other bribery matters
- Enhanced standards, requirements, and practices

*Speaker*

Mark Brzezinski, McGuireWoods, Washington, D.C.

11:45 a.m.–1 p.m.

**Lunch Break**

1–2 p.m.

### Current Developments: Employment Law and Labor Relations

*Speaker*

Fred M. Plevin, Paul, Plevin, Sullivan & Connaughton LLP, San Diego

2–2:15 p.m.

**Break**

2:15–3:15 p.m.

### Legal Perils Created by Commercial and Employee Speech in the World of Social Media

- Marketing through social media while minimizing the risks
- Protecting the company's reputation:
  - *The risks associated with disparagement and defamation*
  - *When a blogger's opinion goes viral*
- Controlling the use of social media by employees
- Drafting an effective social media policy

*Speaker*

Amber M. Spataro, Reed Smith LLP, New York City

3:15–4:30 p.m.

### Ethical Concerns Surrounding Social Media Policies

*Panelists*

To be announced

## Friday, November 12

---

9 a.m.–1 p.m.

*Friday's program will include sessions dedicated to the challenges and concerns facing private and pre-public companies. Participate in panel discussions, roundtables and presentations focused on the role of corporate counsel in these unique organizations.*

*Check our web site for updated information on this new agenda.*

### SAVE THE DATE

#### Securities Regulation Institute

January 19–21, 2011 • Coronado, California

#### Ray Garrett Jr. Corporate and Securities Law Institute

April 28–29, 2011 • Chicago

## Planning Committee

### *Chair*

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

### *Vice Chair*

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

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

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

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

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

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

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

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

**Brett J. Hart**, Executive Vice President, General Counsel and Corporate Secretary, Sara Lee Corporation

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

**Carrie J. Hightman**, Executive Vice President and Chief Legal Officer, NiSource Inc.

**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.

**James L. Kaput**, Senior Vice President, General Counsel and Secretary, Zebra Technologies Corp.

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

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

**Peter Lieb**, Executive Vice President and General Counsel, AON Corporation

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

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

**Thomas E. O'Neill**, General Counsel, Chief Administrative Officer, Senior Vice President and Corporate Secretary, TreeHouse Foods, Inc.

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

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

**Thomas J. Sabatino Jr.**, Senior Vice President, General Counsel and Secretary, United Airlines

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

**Charles Schulman**, Corporate Vice President and General Counsel, The HAVI Group, LP

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

**David E. Van Zandt**, Dean, Northwestern University School of 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

### *Planning Director*

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

## Information

### Registration and Tuition

Regular tuition for **in-house counsel** is \$950 per person. Participants who register for the Chicago session by September 16 or the San Francisco session by October 28 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 16 or the San Francisco session by October 28 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

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 16 for the Chicago session or October 28 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 23 for the Chicago session or November 4 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, corner king rooms or executive suites are \$145 (plus tax) for single or double occupancy if booked by September 15.

**San Francisco:** Please check our web site for information on recommended hotels in San Francisco at [www.law.northwestern.edu/cci/informationcci.html](http://www.law.northwestern.edu/cci/informationcci.html).

### 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 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. Illinois attorneys can earn up to 11.5 credits (including 1.0 credit for professionalism).

**San Francisco Institute:** Estimated credit hours are 10.5 (including 1.0 for ethics) for states with a 60-minute credit hour or 12.6 (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.

### NEW FOR 2010!

**San Francisco:** The Corporate Counsel Institute is held at The City Club of San Francisco, Main Dining Room, 155 Sansome Street, San Francisco.

### Affiliate Program

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 Brandie Egan at [b-egan@law.northwestern.edu](mailto:b-egan@law.northwestern.edu).



For program additions and updates, please visit our web site at [www.law.northwestern.edu/professionaled](http://www.law.northwestern.edu/professionaled) or e-mail us at [professional-ed@law.northwestern.edu](mailto:professional-ed@law.northwestern.edu)

# Registration Form

Northwestern University School of Law • 49th Annual Corporate Counsel Institute

Register online or using this form.

## ONLINE

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

## FAX

(312) 503-2930

## MAIL

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

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

## 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, September 30–October 1  San Francisco, November 11–12

### 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 16 (Chicago) or October 28 (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 16 (Chicago) or October 28 (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 16 (Chicago) or October 28 (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 16 (Chicago) or October 28 (San Francisco)

Card Number Expiration Date — Month/Year

Cardholder's Name Cardholder's Signature



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

Nonprofit Organization  
U.S. Postage  
PAID  
Permit No. 9937  
Chicago, IL 60611

**49th Annual  
Corporate Counsel Institute**

**September 30–October 1, 2010**  
Northwestern University School of Law  
Chicago

**November 11–12, 2010**  
The City Club of San Francisco

**[www.law.northwestern.edu/professionaled](http://www.law.northwestern.edu/professionaled)**