

WestLegalEdcenter and the Florida Bar Business Law Section presents:

The 29th Annual

FEDERAL SECURITIES INSTITUTE

After the Financial Crisis—Recovery, Legislative and Regulatory Change



February 16-17, 2011

Ritz-Carlton Hotel, Coconut Grove, Florida

Highlights of this fast-paced program include:

- Regulatory reform and what it means for disclosure, executive compensation, capital raising and accounting
- Insight into significant new cases and trends in Delaware law by two leading jurists
- What lies ahead for mergers and acquisitions with a focus on strategic deals and financial transactions
- Proxy reform, including shareholder response, communications and proxy mechanics

2 WAYS TO REGISTER
1. westlegaledcenter.com
2. Call 1-800-308-1700



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EVENT AGENDA

- 8:45 – 9:00AM **Introduction**
9:00 – 11:00AM **Mergers & Acquisitions: Strategic Deals and Financial Transactions – Two Sides of the Coin**
11:00 – 11:15AM **Break**
11:15AM – 1:00PM **Shareholder Response – Proxy Reform; Hedge Fund and Institutional Activism**
- Boards and shareholders - understanding their respective roles
 - Communications – developing a common framework for dealing with issues
 - Rules 14a-8 and 14a-11 – proxy access and more?
 - Use of shareholder rights plans
 - Proxy mechanics from 40,000’ – who are your shareholders? How do you know? What are the constraints in communications? Decoupling of economical interests and voting rights
- 1:00 – 2:15PM **Luncheon w/ Keynote Speaker**
2:15 – 4:15PM **Paying the Piper – SEC Enforcement and Private Litigation**
- The SEC’s enforcement program
 - Managing the inter-relationship of governmental and private litigation
 - Class actions and derivative suits
 - Interplay of civil and criminal actions
 - Federal and state forums
- 4:15 – 4:30PM **Break**
4:30- 5:30PM **Private Equity, LBOs, Venture Capital**
5:30 - 6:30PM **Reception**

DAY TWO

- 8:30 – 8:45AM **Introduction**
8:45 – 10:45AM **Regulatory Reform – What it means for:**
- *Disclosure – New SEC rules and interpretations*
 - *Executive Compensation – Dodd-Frank “say on pay,” more independent advisors and committees, and enhanced disclosure*
 - *Capital-raising – New public offering techniques; Changes to Regulation D and private placements*
 - *Accounting – current issues*
- 10:45-11:15AM **Break –(Distribution of “Box Lunches”)**
11:15AM-12:15PM **Enhanced Ethics for Lawyers**
12:15 – 1:30PM **The response from the States**
- Delaware Law developments
 - State activism in the face of federal initiatives

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FEE

Individual - \$795

GROUP DISCOUNTS AVAILABLE

3 or more for 30% off!

The registration fee includes the conference, course materials, luncheon, and reception. All payments must be received prior to the start of the conference.

CANCELLATIONS

No cancellations permitted less than two weeks prior to the start of the conference.

WHO SHOULD ATTEND?

- Securities
- Mergers & Acquisitions
- Anyone in the Financial Industry
- Corporate Attorneys
- General Counsel

Program Co-Chairs:

Steven A. Rosenblum – Partner - Wachtell, Lipton, Rosen & Katz

Gregory P. Williams – Partner - Richards, Layton & Finger, P.A.

Gregory C. Yadley – Partner - Shumaker, Loop & Kendrick LLP

From the Bench:

Honorable Randy J. Holland - Justice, Delaware Supreme Court

Vice Chancellor J. Travis Laster - Court of Chancery New Castle County Courthouse

Speakers:

Daniel Aronson - Bilzin Sumberg Baena Price & Axelrod LLP

Christian R. Bartholomew – Partner - Morgan, Lewis & Bockius LLP

Mark Borges – Principal - Compensia, Inc.

Andrew R. Brownstein – Partner - Wachtell, Lipton, Rosen & Katz

Eric Bustillo - Regional Director - U.S. Securities and Exchange Commission

Louis T.M. Conti – Partner - Holland & Knight LLP

Nathaniel L. Doliner – Partner - Carlton Fields, PA

David S. Felman – Partner - Hill, Ward & Henderson P.A.

Joseph B. Frumkin – Partner - Sullivan & Cromwell LLP

Linda Griggs – Partner - Morgan, Lewis & Bockius LLP

Roy Katzovicz - Chief Legal Officer - Pershing Square Capital Management, L.P.

Robert A. Kindler - Vice Chairman and Managing Director - Morgan Stanley

Stanley Keller – Partner - Edwards, Angell, Palmer & Dodge, LLP

Justin P. Klein – Partner - Ballard Spahr Andrews & Ingersoll, LLP

Lou R. Kling – Partner - Skadden, Arps, Slate, Meagher & Flom LLP

Keith Higgins – Partner - Ropes & Gray

Tracy A. Nichols – Partner - Holland & Knight LLP

Stephen K. Roddenberry – Partner - Akerman

Robert E. Spatt – Partner - Simpson Thacher & Bartlett LLP

Herbert S. Wander – Partner - Katten Muchin Rosenman LLP

John W. White – Partner - Cravath, Swaine @ Moore LLP