

West LegalEdcenter and the Florida Bar Business Law Section present:

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



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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 - Delaware Court of Chancery

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.

Joelle Frank - Wilkinson Brimmer Katcher

Joseph B. Frumkin - Partner, Sullivan & Cromwell LLP

Stuart Grant - Grant & Eisenhofer P.A.

Linda Griggs - Partner, Morgan, Lewis & Bockius LLP

Keith Higgins - Partner, Ropes & Gray

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

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Tracy A. Nichols - Partner, Holland & Knight LLP

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Stephen K. Roddenberry - Partner, Akerman

Rachelle Silverberg - Partner, Wachtell, Lipton, Rosen & Katz

Edward Sonnenschein - Latham & Watkins

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

Andy Stull - Houlihan Lokey

Herbert S. Wander - Partner, Katten Muchin Rosenman LLP

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

John Mark Zeberkiewicz - Richards, Layton & Finger, P.A.

WHO SHOULD ATTEND?

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

FEE

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

Federal Securities Room Block Details:

For guest room reservations at the group rate of \$279/night plus taxes, please call 1.800.241.3333 and reference the "Federal Securities Meeting", prior to the cut-off date of Monday, January 17, 2011.

You may also reserve your guest room online by visiting the following link: <http://www.ritzcarlton.com/en/Properties/CoconutGrove/Default.htm> and entering the group code FSIFSIA. Rooms limited and subject to availability.



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EVENT AGENDA

DAY ONE

8:45 – 9:00 AM *Introduction*

9:00 – 11:00 AM *Mergers & Acquisitions: Strategic Deals and Financial Transactions—Two Sides of the Coin*

- Banker Update on M&A Environment
- Negotiated Deals
 - Auctions or not?
 - Fiduciary outs
 - Trends on conditionality
 - MAE
- Hostile Deals

11:00 – 11:15 AM *Break*

11:15 AM – 1:00 PM *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 – 2:15 PM *Luncheon w/ Keynote Speaker*

2:15 – 4:15 PM *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 – 4:30 PM *Break*

4:30 – 5:45 PM *Private Equity, LBOs, Venture Capital*

- Market & deal statistics and 2011 outlook
- Focus on the Middle Market
- Add-on acquisitions and related financing challenges
- Key deal terms and exit strategies

5:45 – 6:45 PM *Reception*

DAY TWO

8:30 – 8:45 AM *Introduction*

8:45 – 10:45 AM *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
- Current accounting issues lawyers need to know

10:45 – 11:15 AM *Break (Distribution of “Box Lunches”)*

11:15 AM – 12:15 PM *Enhanced Ethics for Lawyers*

- Settlements of derivative and class actions
- Clearance and waiver of conflicts of interest
- Dealing with Corporate Counsel and Directors
- Privilege and work product

12:15 – 1:30 PM *The Response From the States*

- Delaware law developments
- State activism in the face of federal initiatives



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