

CONFERENCE AGENDA

Thursday, May 11, 2006

9:00 - 9:15 am

OPENING REMARKS and PROGRAM OVERVIEW

Donald C. Klawiter, Morgan, Lewis & Bockius LLP, Washington, DC
Chair, Section of Antitrust Law, American Bar Association

9:15 - 10:45 am

CURRENT STATE OF THE LAW OF CORPORATE GOVERNANCE

Corporations, their directors and executives are facing increased demands, heightened scrutiny and liability over their corporate governance practices and compliance with Sarbanes-Oxley and stock exchange requirements. Organizations that are not public companies have also adopted many of these processes and standards voluntarily as best practices criteria. The Sentencing Guidelines have set a de facto floor on a satisfactory compliance program. Independent directors necessarily exercise more active oversight of compliance and ethics standards and procedures, as well as expanded disclosures, relying on separate counsel and consultants. Corporate counsel are more aware than ever that their client is the organization, not current management. Relations among directors, management, inside counsel, outside counsel, special counsel, counsel for executives and auditors are evolving. Amendments to the Model Rules of Professional Conduct for the representation of organizational clients, as well as the ABA's Recommended Policies and Practices of Corporate Governance, are being implemented. Corporate attorney-client privilege waivers are problematic. As this panel will address, the days of antitrust counsel operating in relative isolation are behind us.

Moderator:

Leslie W. Jacobs, Thompson Hine LLP, Cleveland, OH

Panelists:

Anne C. Flannery, Morgan Lewis & Bockius LLP, New York, NY

Robert H. Mundheim, Shearman & Sterling, New York, NY

The Honorable John W. Noble, Vice Chancellor of the Delaware Court of Chancery, Wilmington, DE

Larry M. Parsons, Vice President, Business Conduct & Ethics, Freescale Semiconductor, Inc., Austin, TX

10:45 - 11:00 am

BREAK

11:00 - 12:30 pm

ANTITRUST DUE DILIGENCE IN HANDLING CRIMINAL INVESTIGATIONS/LITIGATION

This session will identify, in a step-by-step fashion, the crucial and difficult internal and external aspects of a company's response to a potential or pending investigation. The panel will address in detail how best to handle the response to internal complaints and whistleblower actions that allege or imply illegal conduct; conduct that would raise obstruction of justice concerns; the availability of leniency or credit for cooperation; preparation for possible investigations by foreign governments; and anticipating potential qui tam litigation or debarment from government programs.

Moderator:

Steven M. Kowal, Bell, Boyd & Lloyd LLC, Chicago, IL

Panelists:

James A. Backstrom, Philadelphia, PA

Brad D. Brian, Munger Tolles & Olson LLP, Los Angeles, CA

Karen G. Narwold, General Counsel, GrafTech International Ltd., Wilmington, DE

Kevin R. Sullivan, King & Spalding LLP, Washington, DC

12:30 - 2:00 pm

LUNCHEON

Sanford M. Litvack, Hogan & Hartson LLP, New York, NY (former Vice Chairman, The Walt Disney Company)

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Thursday, May 11, 2006

2:00 - 2:15 pm

BREAK

2:15 - 3:45 pm

ANTITRUST DUE DILIGENCE IN HANDLING CIVIL LITIGATION

This session will identify, in a step-by-step fashion, the difficulties in managing a civil antitrust lawsuit. The panel will address in detail some of the more difficult issues that arise, including document retention and discovery problems; possible disclosure obligations; unique difficulties that arise with class actions, multiple lawsuits, and parallel proceedings; dealing with multiple co-defendants; and retaining and managing economists.

Moderator:

Kathleen M. Beasley, Haynes and Boone LLP, Dallas, TX

Panelists:

Jerome S. Fortinsky, Shearman & Sterling, New York, NY

John M. Majoras, Jones Day, Washington, DC

Thomas L. Sager, Vice President and Assistant General Counsel, E.I. du Pont de Nemours & Company, Wilmington, DE

Eileen S. Simon, Senior Vice President and Associate General Counsel, MasterCard International Incorporated, Purchase, NY

3:45 - 4:00 pm

BREAK

4:00 - 5:30 pm

FROM THE BOARDROOM TO THE COURTROOM: THE STATE OF THE ART IN ANTITRUST COMPLIANCE TRAINING PROGRAMS AND POLICIES

This panel will consider these and other questions confronting in-house counsel today: How do leading companies approach compliance training and internal reporting and response processes? What training techniques are best received by senior executives? How may counsel for the organization best prepare managers for unanticipated encounters with government investigators? How do incentives for self-reporting embodied in the Federal Sentencing Guidelines and the antitrust leniency programs of numerous enforcers worldwide complicate these matters? How do companies and their counsel balance confidentiality and privilege concerns with public disclosure and reporting obligations and processes?

Moderator:

Ray V. Hartwell, III, Hunton & Williams LLP, Washington, DC

Panelists:

Theodore L. Banks, Chief Counsel, Global Compliance, Kraft Foods, Northfield, IL

Aimee Imundo, Senior Counsel-Competition Law & Compliance, General Electric Company, Washington, DC

Kirk S. Jordan, Integrity Interactive Corporation, Waltham, MA

Barbara T. Sicalides, Pepper Hamilton LLP, Philadelphia, PA

Friday, May 12, 2006

8:45 - 9:00 am

OPENING REMARKS

Lisl J. Dunlop, Shearman & Sterling LLP, New York, NY

Brian R. Henry, Senior Counsel - Competition/Retail & Distribution, The Coca-Cola Company, Atlanta, GA

Thomas F. Lemons, Exxon Mobil Corporation, Irving, TX

9:00 - 10:30 am

ANTITRUST DUE DILIGENCE IN HANDLING TRANSACTIONS

This session will identify, in a step-by-step fashion, the difficult issues that arise during the management of a deal that raises some level of antitrust concern. The panel will also address in detail negotiating antitrust aspects of acquisition agreements ("hell or high water" provisions, breakup fees, delay penalties); managing pre-closing party discussions and activities; coordination of DOJ/FTC/State investigation with SEC/corporate issues; managing the board and employees through process; and negotiating the sale of divestiture assets.

Moderator:

Jerome A. Swindell, Johnson & Johnson, New Brunswick, NJ

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Friday, May 12, 2006

9:00 - 10:30 am (cont.)

ANTITRUST DUE DILIGENCE IN HANDLING TRANSACTIONS

Panelists:

Stephen M. Axinn, Axinn, Veltrop & Harkrider LLP, New York, NY

Mildred L. Calhoun, Senior Attorney, BP America, Inc., Warrenville, IL

Stephen B. Donovan, Chief Counsel - Antitrust, International Paper Company, Stamford, CT

Hanno F. Kaiser, Latham & Watkins LLP, New York, NY

10:30 - 10:45 am

BREAK

10:45 am - 12:15 pm

ANTITRUST DUE DILIGENCE IN COUNSELING

This panel discussion, assisted with distribution-related hypotheticals, will address some of the best practices in managing counseling matters, including: What techniques are most effective in order to identify corporate activities that raise antitrust issues and then prioritize the effort in order to focus on issues that require immediate and ongoing monitoring? What types of issues can be managed effectively through legal staff and mid-level personnel and which require regular involvement of senior management? Is there a "best practice" for creating and preserving institutional memory when factual details have been collected and analyzed in a particular counseling situation and/or when legal analysis has resulted in significant positioning principles that are likely to be applicable over the long term?

Moderator:

Irving Scher, Weil Gotshal & Manges LLP, New York, NY

Panelists:

Raymond J. DeRise, Vice President and Associate General Counsel, GlaxoSmithKline, Coraopolis, PA

Susan Feingold, Senior Vice President, Legal and Business Affairs, EMI Capitol Recorded Music, New York, NY

Christopher J. MacAvoy, Howrey LLP, Washington, DC

Paula C. Martucci, Director, Regulatory Compliance, Walmart Stores, Inc., Fayetteville, AR

Richard M. Steuer, Mayer Brown Rowe & Maw LLP, New York, NY

12:30 - 2:00 pm

LUNCH

Harvey J. Goldschmid, Dwight Professor of Law, Columbia University, New York, NY

2:00 - 3:30 pm

REAL LIFE LESSONS FROM THE WAR ZONE

A panel of lawyers and compliance officers will lead the discussion of real-life situations involving the difficult issues highlighted in the preceding sessions and how they dealt with them. The program audience will then be invited to participate by describing some of their own best practices and raising their own difficult questions for the panelists and audience to respond to.

Moderator:

Debra A. Valentine, Vice President, Secretary and Associate General Counsel,
United Technologies Corporation, Hartford, CT

Panelists:

Thomas B. Leary, Hogan & Hartson LLP, Washington, DC

John Thorne, Senior Vice President and Deputy General Counsel, Verizon Communications, Inc.,
Arlington, VA

Daniel M. Wall, Latham & Watkins LLP, San Francisco, CA

Gary P. Zanfagna, Chief Antitrust Counsel, Honeywell International, Inc., Morristown, NJ