

MANAGING ANTITRUST MATTERS IN THE MODERN CORPORATE GOVERNANCE ERA

MAY 11-12, 2006
NEW YORK CITY BAR
NEW YORK, NY

CO-CHAIRS:

LISL J. DUNLOP, BRIAN R. HENRY,
THOMAS F. LEMONS

PRESENTED BY



ABA SECTION OF ANTITRUST LAW
AND NEW YORK CITY BAR

WELCOME

Dear Colleagues:

The American Bar Association Section of Antitrust Law and the New York City Bar are pleased to invite you to attend Managing Antitrust Matters in the Modern Corporate Governance Era, to be held at the New York City Bar, 42 West 44th Street, in New York City on May 11-12, 2006. This innovative program will address the tough counseling, corporate governance, and ethics issues in the antitrust arena that are faced by corporations today .

The program will provide antitrust counselors with an overview of the developing law relating to corporate governance and will illustrate and facilitate open discussion of best practices/best processes for working through both common and problematic antitrust scenarios faced by corporate clients. Experienced lawyers, ethics/compliance officers, and other professionals with specialized expertise will walk you through a series of antitrust scenarios that companies face - civil litigation, criminal antitrust investigations, transactions, and counseling on antitrust issues - highlighting techniques for assessing and managing (without inadvertently expanding) legal risk. Questions addressed will include: "Who in the company can or should make the decision to proceed with a particular course of action?", "At what point should or must the Board of Directors and Shareholders be notified of the increased risk of a particular matter?", "Is my company going to be under increased pressure to waive attorney/client privileges in order to succeed in its objective?", "Can and should we destroy all documents related to the matter?", "Are there international antitrust implications to our proposed course?", and "What immediate actions do I need to take to preserve potential evidence?" The program will also focus on antitrust compliance and on the experiences others have in antitrust matters.

This program will not teach the current state of antitrust law, but instead will focus on what preeminent antitrust lawyers do when handling matters to provide their clients the best possible chance of success without creating ancillary problems. We look forward to seeing you there.

Donald C. Klawiter
Chair, Section of Antitrust Law

Lisl J. Dunlop
Brian R. Henry
Thomas F. Lemons
Program Co-Chairs

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)

CONFERENCE AGENDA

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

CONFERENCE AGENDA

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

REGISTRATION INFORMATION

ADVANCE REGISTRATIONS

Take advantage of our online registration discount. All registrations received online will receive this special discount. Your registration fee includes CLE, course materials, all sessions, breaks, and the Thursday and Friday luncheons.

Please register online no later than Friday, **April 21, 2006**. Registrations must include payment to be processed. You are encouraged to register early, as attendance is limited. Registration fees will automatically be adjusted if the incorrect amount is submitted. Advance registrations received with payment by Friday, **April 21, 2006** will appear in the participant roster located on <http://www.abanet.org/antitrust/at-programs/cc-06.html>. Please bring your confirmation to the registration desk to pick up your badge and course materials.

GROUP DISCOUNTS

Multiple attendees from a single firm or corporation will receive a **33% discount** beginning with the second attendee. To receive the discounted fee, registrations must be received as a group, with a single payment for all registrations no later than Friday, **April 21, 2006**. The discount for multiple attendees does not apply to government or academic registrants.

CONFIRMATIONS

Those who register online will receive an electronic confirmation within one hour. Attendees registering via mail or fax will receive a detailed confirmation within 10 days after their registration is received and processed (provided complete information and appropriate payment was submitted). Please be advised that incomplete or incorrect information will delay the processing of registration forms. If you have not received your confirmation within 10 days of submitting your registration form, please contact Meeting Coordinator at 312.988.5609. Please allow the estimated time given for confirmations prior to calling the Section to see if registration has been received.

ON-SITE REGISTRATION

On-site registration is available pending space availability. Course materials cannot be guaranteed for those registering after the cut-off date. If necessary, a copy of the course materials will be mailed after the conference to those who registered after **April 21, 2006**.

CANCELLATION

Cancellations and refund requests must be submitted **IN WRITING** to the American Bar Association, Section of Antitrust Law. In the event of cancellation, a refund of the registration fee, less a \$50.00 administrative fee, will be granted only for written requests received by the deadline of **April 21, 2006**. There will be no refunds granted after this date. Cancellations should be faxed to the attention of Margaret Stafford at 312.988.5637.

Please allow 8 to 10 weeks after the conference for the processing of any refunds. The ABA reserves the right to cancel any conference or portion thereof and assumes no responsibility for personal expenses.

REGISTRATION INFORMATION

SUBSTITUTIONS

Written requests for substitutions will be permitted prior to the conference and on-site at no additional cost. Please submit a request on firm letterhead to transfer the registration. Once the registration is substituted, it may not revert back to the original registrant. Only the substitute will be eligible for CLE credit. The substitute and original registrant must work out the payment amongst themselves.

JOIN THE ABA SECTION OF ANTITRUST LAW

The Managing Antitrust Matters in the Modern Corporate Governance Era Conference is one of the many educational conferences and networking opportunities that the Section of Antitrust Law offers our members throughout the year.

As a Section of Antitrust Law member, you will have access to many benefits such as:

- First rate CLE conferences and publications.
- Free subscription to the Antitrust Magazine
- Networking opportunities via listservs, committees and conferences.

Save \$\$ If you are a member of the ABA and would like to join the Section of Antitrust Law, you may register for this and other Section conferences at the Section member rate. Details for joining are on the registration form.



Section Publications/Antitrust Bookstore

The ABA Section of Antitrust Law has long been known as the most trusted name in legal publishing with respect to antitrust law, and its active Books and Treatises Committee produces between 5 and 11 new titles per association year.

Breaking News! New Publications

- 2005 Annual Review of Antitrust Law Developments
- Antitrust Law and Economics of Product Distribution
- Business Torts and Unfair Competition, Second Edition
- Criminal Antitrust Litigation Handbook, Second Edition
- Handbook on the Law and Economics of Vertical Restraints—Selling Through Dealers and Franchisees
- Insurance Antitrust Handbook, Second Edition
- The Merger Review Process: A Step-by-Step Guide to U.S. and Foreign Merger Review, Third Edition
- Premerger Coordination: The Emerging Law of Gun Jumping and Information Exchange
- Premerger Notification Practice Manual, Fourth Edition

GENERAL INFORMATION

AMERICANS WITH DISABILITIES ACT & SPECIAL DIETARY NEEDS

Participants with special needs for facilities, visual or audio aids, or dietary requirements are asked to contact Esther Brewer Martinson at martinese@staff.abanet.org so that appropriate arrangements can be made.

CONFERENCE CHANGES

We work very hard to assemble a top-notch, cohesive, educational conference. Unfortunately, and despite our best efforts, the faculty and conference scheduling can result in unanticipated or last minute changes. An up-to-date listing of conference schedule and speaker details can be found by logging on to the Section of Antitrust Law website at www.abanet.org/antitrust.

HOTEL

A block of rooms has been reserved for conference attendees and speakers at the Royalton Hotel which is across the street from the conference location. Please contact the hotel directly to book your hotel reservation (reference the ABA Section of Antitrust Law room block) and for specific information regarding additional charges. After **Friday, April 14, 2006** or when the room block is sold out, guest rooms at the ABA rate are not guaranteed and may not be available.

Single/double: \$295.00

** All hotel rates are subject to applicable to 13.375% tax.*

Royalton Hotel
44 West 44th Street
New York, New York 10036
Tel. 212 869 4400 Fax 212 869 8965
Reservations 800.697.1791
<http://www.royaltonhotel.com/>

MCLE CREDIT

Required sponsor documentation has been forwarded to and credit requested from MCLE states with general requirements for all lawyers. Lawyers seeking credit in Pennsylvania must pay a fee of \$1.50 per credit hour directly to PA CLE Board. The ABA pays applicable fees in other states where the sponsor is required to do so. In states where a late fee may become applicable, the ABA pays this fee as well. Please be aware that each state has its own rules and regulations, including its definition of 'CLE' as well as 'Ethics'. Therefore, certain conferences may not receive credit in some states. Please check with your state agency for confirmation of general as well as ethics approval for any conference. Please go to <http://www.abanet.org/antitrust/at-programs/cc-06.html> 1 week before the conference for information on the number of credit hours for this program.

MESSAGES

Messages for conference attendees should be phoned directly to the registration desk at 212.382.4709/4710 and will be posted on a bulletin board as they are received. Messages will not be delivered into the meeting rooms. Please remember to check the bulletin board posted at the registration desk. It is the individual's responsibility to check the board for messages.

TAPE RECORDING

No audio recording or videotaping of any part of the conference will be permitted.

GENERAL INFORMATION

TRAVEL INFORMATION

The Royalton, located in the heart of midtown Manhattan, is just steps away from the New York City Bar as well as Fifth Avenue shopping, the Broadway Theater District, Times Square, fine dining and nightlife. The conference facility and hotel are also convenient to the downtown shopping and the Wall Street business district.

AIR

Both LaGuardia, JFK and Newark Liberty airports host airlines that offer a full range of domestic and international flights.

Please make your airline reservations on the ABA Online Travel site where you automatically receive ABA airfare discounts from a variety of carriers and can view and purchase other low fare options including web fares. ABA Online Travel can be accessed from the navigation bar on the left under Member Services on the ABA web site home page. It takes only a few moments to establish a username and password allowing you to immediately book your reservations. ABA Online Travel provides you with a quick and easy way for obtaining the most cost effective airline reservations. Visit <http://www.abanet.org/travel/onlinetravel.html> or www.abanet.org.

Reservations can also be made with the ABA travel agent, Travelocity Business. Travelocity Business can automatically provide ABA airfare discounts and can be contacted either by calling 866.321.8403 or via email at support@travelocitybusiness.com.

ABA Discounted Meeting Airfares are available through your travel agent or directly from the airline. The following is the ABA discount code under which your reservations need to be purchased in order to receive either the ABA percentage discount or zone fare.

American Airlines

ABA Code: 17715

800.433.1790

RENTAL CARS

ABA members are entitled to special discounts by calling our premier provider, Hertz-Rent-A-Car, at 800.654.3131. Identify yourself as an ABA member to receive the discounted rate.

TAXI CABS

Taxi cabs are available at the exits of each terminal of all three airports. From JFK Airport, a flat fare of \$45 to the first destination (plus tolls and tip) will apply. The taximeter and receipt should reflect that this trip is a flat fare. From LaGuardia Airport to Midtown is approximately \$20-\$24 plus applicable tolls and tips. From Newark Liberty Airport, taxi rates to Midtown are approximately \$45 plus applicable tolls. There is a \$5.00 surcharge for rides during weekday rush hours.

For more information, visit <http://www.kennedyairport.com/aviation/jfkhome.html>, <http://www.panynj.gov/aviation/lgaframe.html> or www.panynj.gov/commutingtravel/airports/html/ewr_taxi_rates.html respectively.

TRAIN

New York City has two main rail stations, Grand Central Terminal and Pennsylvania Station. For information on the schedules and the areas they service, please visit <http://www.nycvisit.com/content/index.cfm?pagePkey=516>.

MARK YOUR CALENDAR

June 8 - 9, 2006

The Antitrust Modernization Commission at Mid-Course

Georgetown University Law Center
Washington, DC

August 5 - 6, 2006

ABA Annual Meeting

Honolulu, Hawaii

September 28 - October 1, 2006

Antitrust Masters Course III

The Sanctuary
Kiawah Island, SC

November 16 - 17, 2006

Fall Forum

National Press Club
Washington, DC

To learn more about Section conferences, visit <http://www.abanet.org/antitrust/at-calendar/upcoming.html>

PLACE YOUR ORDER FOR CD-ROMS

	Price:	Qty:	Amt:
2006 Antitrust Spring Meeting CD-ROM PC#5030482CD	\$150	_____	\$ _____
2006 International Cartel Workshop CD-ROM PC#5030476CD	\$75	_____	\$ _____
2005 Fall Forum CD-ROM PC#5030475CD	\$75	_____	\$ _____
2005 Antitrust Litigation Course CD-ROM PC#5030478CD	\$75	_____	\$ _____
2005 The Berkeley Conference on Antitrust in the Technology Economy CD-ROM PC#5030474CD	\$75	_____	\$ _____
2005 Antitrust in Health Care Conference CD-ROM PC#5030454CD	\$75	_____	\$ _____
2005 Antitrust Spring Meeting CD-ROM PC#5030459CD	\$150	_____	\$ _____
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Shipping & Handling:	\$5.95		\$5.95
Tax (IL residents 8.75%, DC 6% and IN 5%)			\$ _____
	TOTAL:		\$ _____

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PO. Box 10892, Chicago, IL 60610-0892
Phone: 312.988.5522 Fax: 312.988.5568
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321 NORTH CLARK STREET • CHICAGO, ILLINOIS 60610

ONLINE REGISTRATION

www.abanet.org/antitrust/at-programs/cc-06.html
Online registration is available for your convenience.
An electronic confirmation will be received.

IMPORTANT DEADLINES

Housing:	Advance Registration:
April 14, 2006	April 21, 2006

HOTEL PHONE/FAX NUMBER

Royalton Hotel 44 West 44th Street New York, New York 10036	Ph: 212.869.4400 Fax: 212.869.8965 Reservations: 800.697.1791	www.royaltonhotel.com
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Registrants are encouraged to make their hotel reservations with the Royalton Hotel.

MESSAGES

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