

# CLE AT • A • GLANCE

## THURSDAY, MARCH 31

**8:00 AM - 10:00 AM** Belmont Room One, 3rd Floor  
Renaissance Hotel

**PROGRAM: Guidelines for Operating Minority and Women Owned Businesses—When, Why, and How to Become a MBE or WBE** presented by: Committee on Small Business and Committee on Diversity

**8:00 AM - 10:00 AM** Armstrong Ballroom Two, 2nd Floor  
Hilton Hotel

**PROGRAM: Directors' Duty of Candor: Easy to Say, Hard to Comply** presented by: Committee on Corporate Laws and Committee on Corporate Governance

**8:30 AM - 10:30 AM** East Ballroom, 1st Floor  
Renaissance Hotel

**PROGRAM: Non-Federal Question Class Actions: Recent Developments and Strategies** presented by: Committee on Business and Corporate Litigation

**10:30 AM - 12:15 PM** Room 201, 2nd Floor  
Convention Center

**PROGRAM: Putting "Business" Into the Education of Business Lawyers** presented by: Committee on Business Law Education

**10:30 AM - 12:30 PM** Rooms 211 & 212, 2nd Floor  
Convention Center

**COMMITTEE FORUM: Roadmap to Power: How to Become the General Counsel** presented by: Ad Hoc Committee on Career Forums and Committee on Corporate Counsel and Committee on Diversity

**10:30 AM - 12:30 PM** Room 209, 2nd Floor  
Convention Center

**PROGRAM: Why (or Why Not) Delaware as the State of Formation of Companies Financed by Venture Capitalists?** presented by: Committee on Venture Capital and Private Equity

**10:30 AM - 12:30 PM** Room 206, 2nd Floor  
Convention Center

**PROGRAM: The Irresistible Attractions of State Courts: Tactics, Strategies, and Ethics of Forum Selection** presented by: Committee on Consumer Financial Services

**11:00 AM - 12:30 PM** Crockett Ballroom, 2nd Floor  
Hilton Hotel

**PROGRAM: Executive Compensation: Ten New Developments You Need to Learn** presented by: Committee on Employee Benefits and Executive Compensation and Committee on Federal Regulation of Securities

**11:30 AM - 12:30 PM** Belmont Room Three, 3rd Floor  
Renaissance Hotel

**COMMITTEE FORUM: New Tax Laws Affecting Business Entities** presented by: Committee on Small Business

**2:00 PM - 5:00 PM** Room 210, 2nd Floor  
Convention Center

**PROGRAM: Annual Review of Developments in Business and Corporate Litigation** presented by: Committee on Business and Corporate Litigation

**2:30 PM - 4:30 PM** Room 205, 2nd Floor  
Convention Center

**COMMITTEE FORUM: Recent Developments in Banking Law** presented by: Committee on Banking Law

**2:30 PM - 4:30 PM** Crockett Ballroom, 2nd Floor  
Hilton Hotel

**PROGRAM: Bankruptcy Alternatives: Federal Receivership and State Law Remedies** presented by: Committee on Business Bankruptcy

**2:30 PM - 4:30 PM** Music City Ballroom, 2nd Floor  
Renaissance Hotel

**PROGRAM: Closing the Gap—Convergence of International Standards: A Critical Review of the EU Prospectus Directive and International Financial Reporting Standards** presented by: Committee on Federal Regulation of Securities and Committee on Law and Accounting

**2:30 PM - 4:30 PM** Room 209, 2nd Floor  
Convention Center

**PROGRAM: Pitfalls of Indemnification Clauses** presented by: Committee on Uniform Commercial Code

**2:30 PM - 4:30 PM** Belmont Room One, 3rd Floor  
Renaissance Hotel

**PROGRAM: Practical Experiences in Patent Arbitration** presented by: Committee on Dispute Resolution and Committee on Intellectual Property

**2:30 PM - 4:30 PM** Room 211 & 212, 2nd Floor  
Convention Center

**PROGRAM: Successful Strategies for Implementing Part-Time and Other Alternative Work Schedules** presented by: Committee on Diversity and Ad Hoc Committee on Career Forums

**2:30 PM - 4:30 PM** Room 201, 2nd Floor  
Convention Center

**PROGRAM: The Buzz About the Blend: Defining and Evaluating Blended Learning Options for Compliance Training** presented by: Committee on Corporate Compliance

**2:30 PM - 4:30 PM** Armstrong Ballroom Two, 2nd Floor  
Hilton Hotel

**PROGRAM: The SEC Tackles Securitization: The New ABS Rules & the Offering Reform Proposal** presented by: Committee on Developments in Business Financing; Committee on Federal Regulation of Securities; Committee on Partnerships and Unincorporated Business Organizations and Committee on Commercial Financial Services

**2:30 PM - 4:30 PM** Center Ballroom, 1st Floor  
Renaissance Hotel

**PROGRAM: The Well Adjusted M & A Deal: Post-Closing Purchase Price Adjustments** presented by: Committee on Negotiated Acquisitions

**2:30 PM - 4:30 PM** Belmont Room Three, 3rd Floor  
Renaissance Hotel

**PROGRAM: What's All the Uproar About 404? Do Lawyers Have a Role?** presented by: Committee on Small Business; Committee on Federal Regulation of Securities and Committee on Law and Accounting

**2:45 PM - 4:30 PM** Room 206, 2nd Floor  
Convention Center

**COMMITTEE FORUM: Consumer Debt Elimination Schemes and Scams** presented by: Committee on Consumer Financial Services

## FRIDAY, APRIL 1

**8:00 AM - 9:00 AM** Ryman Room Two, 3rd Floor  
Renaissance Hotel

**COMMITTEE FORUM: Protecting Company Trade Secrets** presented by: Committee on Intellectual Property

**8:00 AM - 9:30 AM** Armstrong Ballroom One, 2nd Floor  
Hilton Hotel

**COMMITTEE FORUM: Distinguishing Between Direct and Derivative Claims in a Closely Held LLC: How to Do It and Why It Matters** presented by: Committee on Partnerships & Unincorporated Business Organizations

**8:00 AM - 10:00 AM** East Ballroom, 1st Floor  
Renaissance Hotel

**PROGRAM: A Primer on the Use of Special Committees in an M & A Setting** presented by: Committee on Negotiated Acquisitions

**8:00 AM - 10:00 AM** Room 201, 2nd Floor  
Convention Center

**PROGRAM: Zone of Insolvency: Lender Liability in the New Millennium** presented by: Committee on Commercial Financial Services

**8:15 AM - 9:00 AM** Belmont Room Two, 3rd Floor  
Renaissance Hotel

**COMMITTEE FORUM: A Survey of Developing International Corporate Governance Standards** presented by: Committee on Corporate Governance

**8:15 AM - 10:00 AM** Ryman Room One, 3rd Floor  
Renaissance Hotel

**COMMITTEE FORUM: Arbitration: The Good, The Bad, and The Ugly** presented by: Committee on Business and Corporate Litigation

**9:00 AM - 10:00 AM** Room 212, 2nd Floor  
Convention Center

**COMMITTEE FORUM: EU Commission Corporate Law/ Corporate Governance Reform Initiatives** presented by: Committee on International Business Law

**10:00 AM - 12:00 PM** Room 204, 2nd Floor  
Convention Center

**COMMITTEE FORUM: The Life Story of a Prepaid Card Program** presented by: Committee on Cyberspace Law and Committee on Consumer Financial Services

**10:30 AM - 11:30 AM** Ryman Room Two, 3rd Floor  
Renaissance Hotel

**COMMITTEE FORUM: Gaming Issues (Regional Update and Internet Implications)** presented by: Committee on Gaming Law

**10:30 AM - 12:30 PM** Boone Ballroom, 2nd Floor  
Hilton Hotel

**PROGRAM: Preference Actions: Abuse of the Bankruptcy Process or Proper Exercise of Fiduciary Duties?** presented by: Committee on Business Bankruptcy

**10:30 AM - 12:30 PM** McKissack Room Three, 2nd Floor  
Hilton Hotel

**PROGRAM: From the Little League to the Country Club: New Liability Challenges in Nonprofit Sports Organizations and Private Clubs** presented by: Committee on Nonprofit Corporations

**10:30 AM - 12:30 PM** Room 205, 2nd Floor  
Convention Center

**PROGRAM: Securities Offerings After Reform—Change is Coming** presented by: Committee on Federal Regulation of Securities

**10:30 AM - 12:30 PM** Room 201, 2nd Floor  
Convention Center

**PROGRAM: The New Era of Enforcement & Compliance—Bank Secrecy Act, Anti-Money Laundering and More** presented by: Committee on Banking Law

**10:45 AM - 12:30 PM** Belmont Room Two, 3rd Floor  
Renaissance Hotel

**COMMITTEE FORUM: Meet the Managing Partner, the Hiring Partner and the General Counsel** presented by: Committee on Diversity and Ad Hoc Committee on Young Lawyer Forum

**11:00 AM - 12:00 PM** Fisk Room Two, 2nd Floor  
Renaissance Hotel

**COMMITTEE FORUM: Tackling the Publicity Nightmare: Effective Strategies for Managing Communication During Times of Crisis** presented by: Committee on Corporate Counsel

**2:30 PM - 3:30 PM** Crockett Ballroom, 2nd Floor  
Hilton Hotel

**COMMITTEE FORUM: Compensating Directors: The New Playing Field** presented by: Committee on Employee Benefits and Executive Compensation and Committee on Federal Regulation of Securities

**2:30 PM - 4:30 PM** Ryman Room One, 3rd Floor  
Renaissance Hotel

**PROGRAM: Community Economic Development in Indian Country** presented by: Committee on Community Economic Development and Committee on Gaming Law

**2:30 PM - 4:30 PM** Belmont Room Two, 3rd Floor  
Renaissance Hotel

**PROGRAM: Corporate Governance Ratings: No Public Company Left Behind?** presented by: Committee on Corporate Governance; Committee on Corporate Laws and Committee on Federal Regulation of Securities

**2:30 PM - 4:30 PM** Room 206, 2nd Floor  
Convention Center

**PROGRAM: Frederick Fisher Memorial Program: Banking on the Unbanked—The Last Consumer Financial Services Frontier?** presented by: Committee on Consumer Financial Services and The Conference on Consumer Finance Law

**2:30 PM - 4:30 PM** Fisk Room Two, 2nd Floor  
Renaissance Hotel

**PROGRAM: Hottest Topics Facing Corporate Counsel Today: Part III** presented by: Committee on Corporate Counsel

**2:30 PM - 4:30 PM** Ryman Room Two, 3rd Floor  
Renaissance Hotel

**PROGRAM: In-House Counsels' Participation in Pro Bono and Model Rule 6.1 of Professional Conduct** presented by: Committee on Pro Bono and Committee on Business and Corporate Litigation

**2:30 PM - 4:30 PM** Room 212, 2nd Floor  
Convention Center

**PROGRAM: Making the World Safe for Banks and Commercial Real Estate Developers** presented by: Committee on Environmental, Energy and Natural Resources Law

**2:30 PM - 4:30 PM** Boone Ballroom, 2nd Floor  
Hilton Hotel

**PROGRAM: Now that the SEC Has Tackled Securitization, How Do We Tackle the New Rules?** presented by: Committee on Partnerships & Unincorporated Business Organizations and Committee on Developments in Business Financing

**2:30 PM - 4:30 PM** Room 204, 2nd Floor  
Convention Center

**PROGRAM: Strategies for Modifying Electronic Agreements and Policies** presented by: Committee on Cyberspace Law

**3:00 PM - 4:30 PM** Room 201, 2nd Floor  
Convention Center

**COMMITTEE FORUM: Arbitration and the Death of UCC Article 2** presented by: Committee on Uniform Commercial Code

**3:00 PM - 5:00 PM** Room 210, 2nd Floor  
Convention Center

**COMMITTEE FORUM: When Godzilla Meets Bambi: Securities Law Issues for Finance Lawyers** presented by: Committee on Commercial Financial Services and Committee on Federal Regulation of Securities

## SATURDAY, APRIL 2

**8:00 AM - 9:00 AM** Ryman Room Two, 2nd Floor  
Hilton Hotel

**COMMITTEE FORUM: Current Developments in the Federal and State Tax Law Affecting Businesses** presented by: Committee on Taxation

**8:00 AM - 10:00 AM** Fisk Room One, 2nd Floor  
Renaissance Hotel

**PROGRAM: Antitrust for the Transaction Lawyer: From Negotiating of Merger Documents to Gun-Jumping: What the Transaction Lawyer Needs to Know** presented by: Committee on Antitrust Law and Committee on Negotiated Acquisitions

**8:00 AM - 10:00 AM** Room 209, 2nd Floor  
Convention Center

**PROGRAM: Spam-Fighting Technologies and Their Legal Implications** presented by: Committee on Cyberspace Law

**8:30 AM - 10:30 AM** Belmont Room Three, 3rd Floor  
Renaissance Hotel

**PROGRAM: So Your CEO Wants a Raise—Developing Standards for Setting Executive Compensation** presented by: Committee on Corporate Governance; Committee on Corporate Laws and Committee on Federal Regulation of Securities

**9:00 AM - 11:00 AM** Room 212, 2nd Floor  
Convention Center

**COMMITTEE FORUM: Annual Review of Hot Topics in Environment and Energy Law for Business Lawyers** presented by: Committee on Environmental, Energy and Natural Resources Law

**9:30 AM - 10:30 AM** Crockett Ballroom, 2nd Floor  
Hilton Hotel

**COMMITTEE FORUM: The New Rules for Applying for 501 (c)(3) Status: How to Work with the IRS's New Form 1023** presented by: Committee on Nonprofit Corporations

**10:30 AM - 12:00 PM** Room 209, 2nd Floor  
Convention Center

**PROGRAM: Drowning in Data? Electronic Document Retention as an Essential Component of an Overall Compliance Program** presented by: Committee on Corporate Compliance

**10:30 AM - 12:30 PM** Armstrong Ballroom Two, 2nd Floor  
Hilton Hotel

**PROGRAM: 23rd Annual Review of Developments in Business Financing** presented by: Committee on Developments in Business Financing

**10:30 AM - 12:30 PM** Country Room, 4th Floor  
Renaissance Hotel

**PROGRAM: Collateral Careers that Collide into Greatness: The Business Lawyer as an Entrepreneur** presented by: Ad Hoc Committee on Career Forums

**10:30 AM - 12:30 PM** Fisk Room Two, 2nd Floor  
Renaissance Hotel

**PROGRAM: Commercial Law Developments** presented by: Committee on Commercial Financial Services and Committee on Uniform Commercial Code

**10:30 AM - 12:30 PM** Fisk Room One, 2nd Floor  
Renaissance Hotel

**PROGRAM: Cooperation or Collusion? Managing Antitrust Risk in Joint Ventures** presented by: Committee on Antitrust Law

**10:30 AM - 12:30 PM** Music City Ballroom, 2nd Floor  
Renaissance Hotel

**PROGRAM: Crash Course in Check 21 for Business Lawyers: Answering Your Bank, Consumer, and Corporate Client Questions** presented by: Committee on Uniform Commercial Code; Committee on Banking Law; Committee on Consumer Financial Services; Committee on Corporate Counsel and Committee on Credit Unions

**10:30 AM - 12:30 PM** Room 206, 2nd Floor  
Convention Center

**PROGRAM: Avoiding Conflicts in Business Law Practice: Seven Deadly Sins** presented by: Committee on Professional Conduct

**10:30 AM - 12:30 PM** Belmont Room One, 3rd Floor  
Renaissance Hotel

**PROGRAM: IP Reps and Warranties Gone Wrong: Avoid Potholes in the Business Transaction** presented by: Committee on Intellectual Property; Committee on Negotiated Acquisitions; Committee on International Business Law and Committee on Business and Corporate Litigation

**10:30 AM - 12:30 PM** Crockett Ballroom, 2nd Floor  
Hilton Hotel

**PROGRAM: LLC Potpourri: Pitfalls and Problems Encountered in Limited Liability Company Operating Agreements and Statutes** presented by: Committee on Partnerships & Unincorporated Business Organizations

**10:30 AM - 12:30 PM** Room 201, 2nd Floor  
Convention Center

**PROGRAM: Regulation B: SEC's Broker-Dealer Rules for Banks** presented by: Committee on Banking Law and Committee on Federal Regulation of Securities

**11:30 AM - 1:30 PM** Boone Ballroom, 2nd Floor  
Hilton Hotel

**COMMITTEE FORUM: Recharacterization of Leases: United Airlines and Other Recent Decisions** presented by: Committee on Business Bankruptcy

**2:00 PM - 4:00 PM** Room 212, 2nd Floor  
Convention Center

**PROGRAM: SURVIVOR: How to Outwit, Outlast, and Outplay in the Legal World** presented by: Committee on Diversity; Committee on Business Bankruptcy and Ad Hoc Committee on Young Lawyer Forum

**2:00 PM - 4:00 PM** Armstrong Ballroom Two, 2nd Floor  
Hilton Hotel

**PROGRAM: Deferred Compensation: Playing in a Whole New Ballgame** presented by: Committee on Employee Benefits and Executive Compensation

**2:00 PM - 4:00 PM** Fisk Room One, 2nd Floor  
Renaissance Hotel

**PROGRAM: Not Another Survey?!? A Fresh and Current Look at Ethics and the World of Corporate Compliance** presented by: Committee on Corporate Counsel and Committee on Corporate Compliance

**2:30 PM - 4:30 PM** Belmont Room One, 3rd Floor  
Renaissance Hotel

**PROGRAM: Federal and State Tax Issues Routinely Confronted by Business Lawyers—Part 2: Operations, Distributions, Divisions, and Liquidations** presented by: Committee on Taxation

**2:30 PM - 4:30 PM** Crockett Ballroom, 2nd Floor  
Hilton Hotel

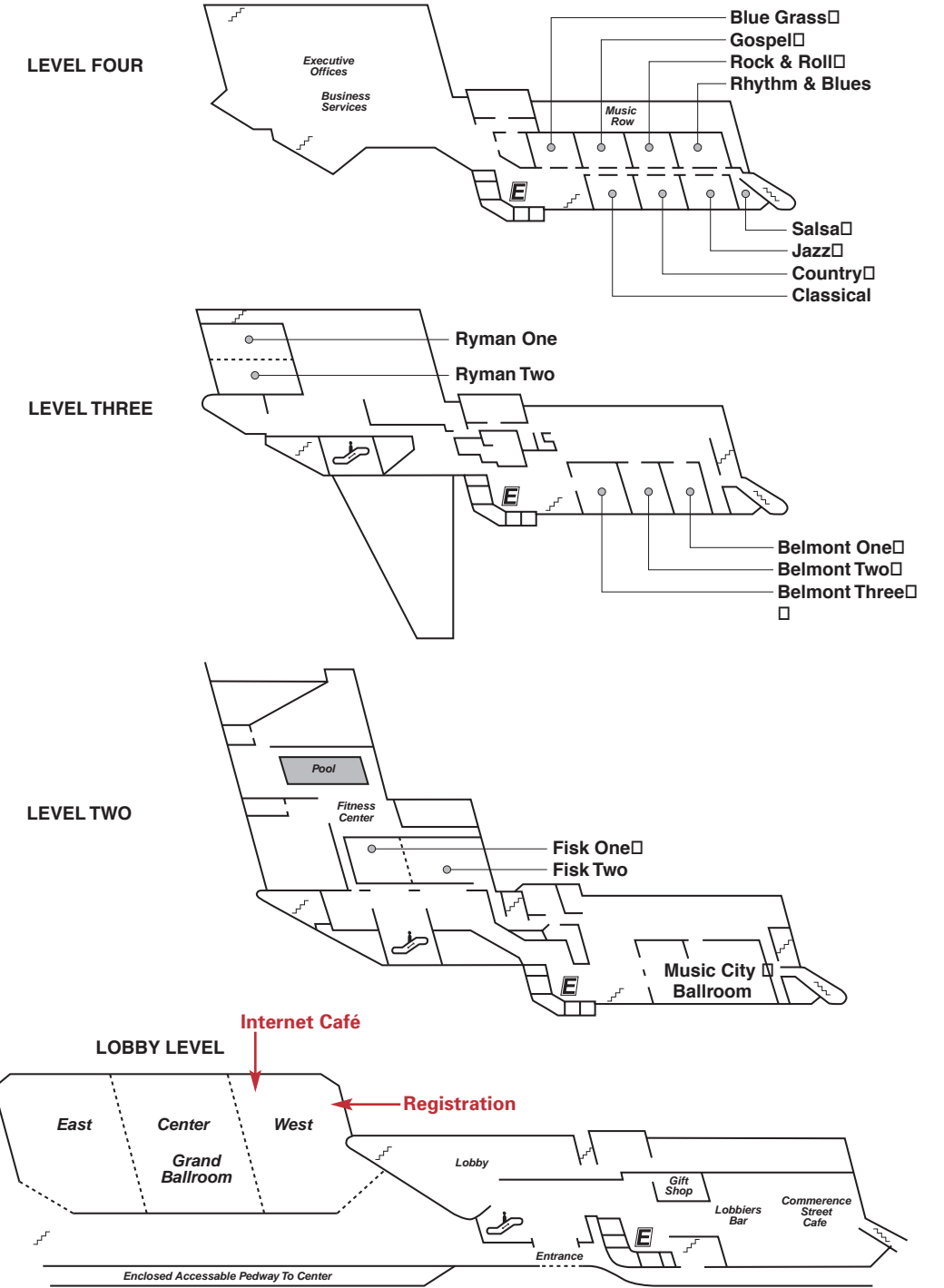
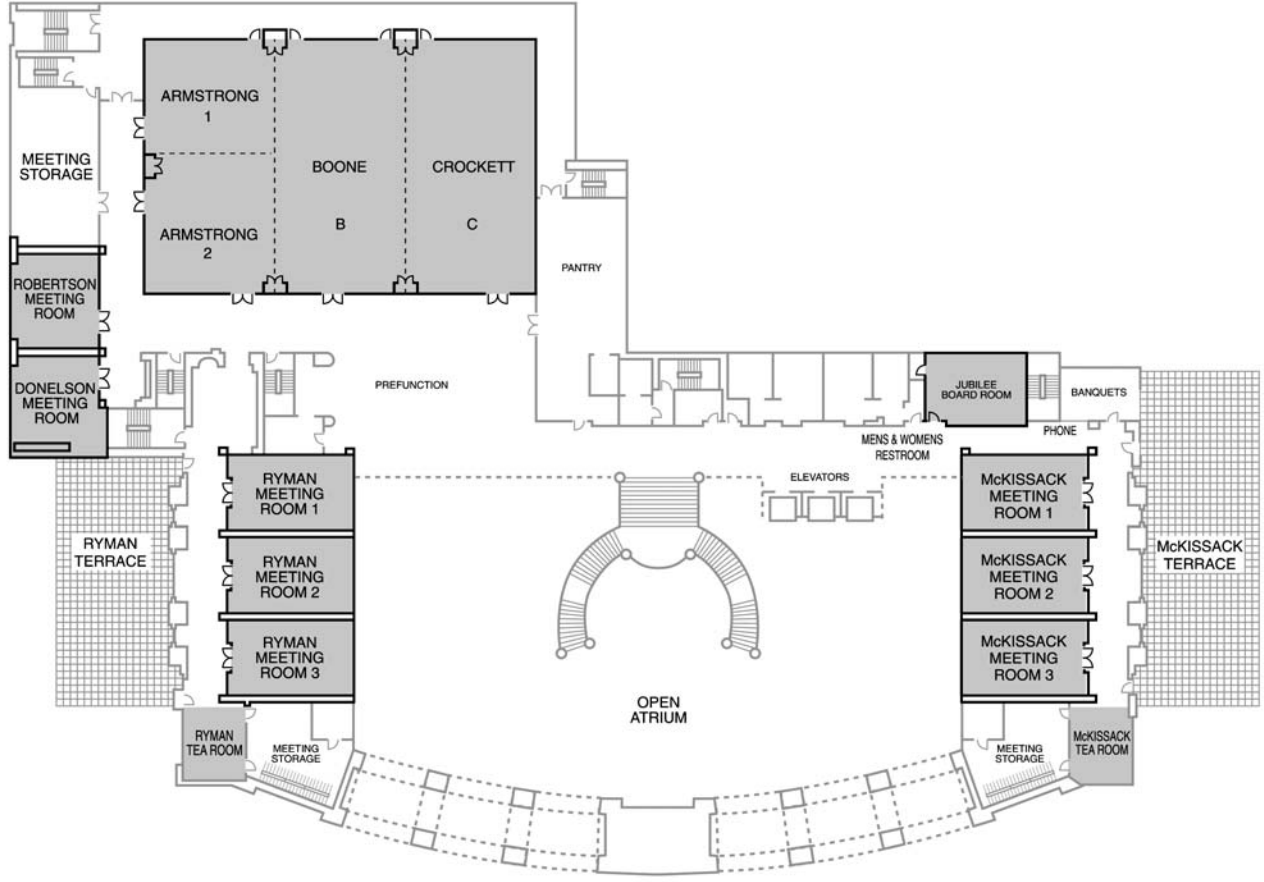
**PROGRAM: Sarbanes-Oxley: Are Public Company "Best Practices" Altering the Standards for Not-For-Profit Directors?** presented by: Committee on Nonprofit Corporations and Committee on Corporate Governance

**3:30 PM - 4:30 PM** East Ballroom, 1st Floor  
Renaissance Hotel

**COMMITTEE FORUM: Who Invited You? Third Party Beneficiary Issues in M & A Transactions** presented by: Committee on Negotiated Acquisitions

# NASHVILLE HILTON DOWNTOWN

# NASHVILLE RENAISSANCE HOTEL



# DATES & TIMES

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## 8-9-10-11-12-1-2-3-4-5-6

**Thursday, March 31**

Guidelines for Operating Minority and Women Owned Businesses—When, Why, and How to Become a MBE or WBE

8:00-10:00

Directors' Duty of Candor: Easy to Say, Hard to Comply

8:00-10:00

Non-Federal Question Class Actions: Recent Developments and Strategies

8:30-10:30

Putting "Business" Into the Education of Business Lawyers

10:30-12:15

Roadmap to Power: How to Become the General Counsel

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Why (or Why Not) Delaware as the State of Formation of Companies Financed by Venture Capitalists?

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The Irresistible Attractions of State Courts: Tactics, Strategies, and Ethics of Forum Selection

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New Tax Laws Affecting Business Entities

11:30-12:30

Annual Review of Developments in Business and Corporate Litigation

2:00-5:00

Recent Developments in Banking Law

2:30-4:30

Bankruptcy Alternatives: Federal Receivership and State Law Remedies

2:30-4:30

Closing the Gap—Convergence of International Standards: A Critical Review of the EU Prospectus Directive and International Financial Reporting Standards

2:30-4:30

Pitfalls of Indemnification Clauses

2:30-4:30

Practical Experiences in Patent Arbitration

2:30-4:30

Successful Strategies for Implementing Part-Time and Other Alternative Work Schedules

2:30-4:30

The Buzz About the Blend: Defining and Evaluating Blended Learning Options for Compliance Training

2:30-4:30

■ Programs ■ Committee Forums

## 8-9-10-11-12-1-2-3-4-5-6

The SEC Tackles Securitization: The New ABS Rules & the Offering Reform Proposal

2:30-4:30

The Well Adjusted M & A Deal: Post-Closing Purchase Price Adjustments

2:30-4:30

What's All the Uproar About 404? Do Lawyers Have a Role?

2:30-4:30

Consumer Debt Elimination Schemes and Scams

2:45-4:30

**Friday, April 1**

Protecting Company Trade Secrets

8:00-9:00

Distinguishing Between Direct and Derivative Claims in a Closely Held LLC: How to Do It and Why It Matters

8:00-9:30

A Primer on the Use of Special Committees In an M & A Setting

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Zone of Insolvency: Lender Liability in the New Millennium

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A Survey of Developing International Corporate Governance Standards

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Preference Actions: Abuse of the Bankruptcy Process or Proper Exercise of Fiduciary Duties?

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From the Little League to the Country Club: New Liability Challenges in Nonprofit Sports Organizations and Private Clubs

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Securities Offerings After Reform—Change is Coming

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The New Era of Enforcement & Compliance—Bank Secrecy Act, Anti-Money-Laundering and More

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Meet the Managing Partner, the Hiring Partner and the General Counsel

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Tackling the Publicity Nightmare: Effective Strategies for Managing Communication During Times of Crisis

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Compensating Directors: The New Playing Field

2:30-3:30

Community Economic Development in Indian Country

2:30-4:30

## 8-9-10-11-12-1-2-3-4-5-6

Corporate Governance Ratings: No Public Company Left Behind?

2:30-4:30

Frederick Fisher Memorial Program: Banking on the Unbanked—The Last Consumer Financial Services Frontier?

2:30-4:30

Hottest Topics Facing Corporate Counsel Today: Part III

2:30-4:30

In-House Counsels' Participation in Pro Bono and Model Rule 6.1 of Professional Conduct

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Making the World Safe for Banks and Commercial Real Estate Developers

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Now that the SEC has Tackled Securitization, How Do We Tackle the New Rules?

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Strategies for Modifying Electronic Agreements and Policies

2:30-4:30

Arbitration and the Death of UCC Article 2

3:00-4:30

When Godzilla Meets Bambi: Securities Law Issues for Finance Lawyers

3:00-5:00

**Saturday, April 2**

Current Developments in the Federal and State Tax Law Affecting Businesses

8:00-9:00

Antitrust for the Transaction Lawyer: From Negotiating of Merger Documents to Gun-Jumping: What the Transaction Lawyer Needs to Know

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So Your CEO Wants a Raise—Developing Standards for Setting Executive Compensation

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Commercial Law Developments

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## 8-9-10-11-12-1-2-3-4-5-6

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Sarbanes-Oxley: Are Public Company "Best Practices" Altering the Standards for Not-For-Profit Directors?

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Who Invited You? Third Party Beneficiary Issues in M & A Transactions

3:30-4:30