

AMERICAN BAR ASSOCIATION
TORT TRIAL & INSURANCE PRACTICE SECTION PRESENTS

BEYOND LEGAL: A BUSINESS APPROACH TO CORPORATE GOVERNANCE

Le Parker Meridien Hotel
May 11-13, 2006
New York City, New York

Sponsored in Collaboration with

Chubb Group of Insurance Companies

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*Tort Trial & Insurance
Practice Section*



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the Tort Trial & Insurance Practice Section



WELCOME

Dear Colleagues and Business Leaders:

You are cordially invited by the American Bar Association's Tort Trial & Insurance Practice Section and its sponsoring partners to join us at *BEYOND LEGAL: A Business Approach to Corporate Governance*, a unique, interactive exploration of corporate governance issues.

The core theme of *BEYOND LEGAL* will be the nature of the relationship among responsible corporate behavior, corporate profitability and litigation risk. Participants in thought-provoking panels will discuss how various approaches to structuring internal processes (such as compensation decisions and internal controls) may affect this relationship. The Conference will also analyze what factors might encourage "good" corporate behavior.

This one and a half day program includes an address from The Honorable George J. Mitchell, Former United States Senate Majority Leader and Chairman of the Board of the Walt Disney Company, and concludes with a panel looking at emerging issues of corporate governance. In addition panelists from academia as well as experienced business people and consultants will address four specific governance topics, offering a broad perspective on these topics and in some cases drawing on original research.

Our goal is to develop and encourage a meaningful dialogue regarding what really drives good corporate governance—a dialogue that should continue beyond the close of the conference. By attending, you will have the opportunity to ask questions and exchange ideas not only with the presenters but also with other conference participants—people who are at the forefront of running, advising and monitoring companies and boards on a daily basis.

BEYOND LEGAL should interest any person concerned with good corporate governance, including high level corporate executives and board members, insurance professionals, accountants and attorneys, regulators and politicians. If you are such a person, we welcome your participation and look forward to meeting you at our conference.

Kim Hogrefe

Corporate Governance Initiative Chair

Chubb & Son

Warren, New Jersey

Maureen Mulligan

Program Co-Chair

Ruberto, Israel & Weiner, P.C.

Boston, Massachusetts

Stephen Goodman

Program Co-Chair

Pryor Cashman Sherman & Flynn LLP

New York, New York

For more detailed information and for updates see our website at www.corpgovern.org

FACULTY

Conference Faculty

Jeffrey Brodsky

*Co-founder and Managing Director of Quest Turnaround Advisors, LLC
Chairman, President and CEO of PTV, Inc.
Non-Executive Chairman of the Board of AboveNet, Inc.
Chair of AboveNet, Inc. Audit Committee
New York, New York*

Wayne Brody

*Chief Compliance Officer
Vice President Legal Affairs
Arrow Electronics
Melville, New York*

George Dallas

*Managing Director and Global Practice Leader of Standard & Poors Governance Services Unit
London, England*

Richard Dicerni

*Former Corporate Secretary
Former President
Ontario Power Generation
Toronto, Ontario, CANADA*

Daniel V. Dooley

*Partner, Dispute Analysis & Investigations PricewaterhouseCoopers LLP
New York, New York*

Miles Everson

*Partner, Corporate Governance, Risk & Compliance
PricewaterhouseCoopers LLP
New York, New York*

Geraldine Ferraro

*Senior Managing Director
The Global Consulting Group
New York, New York*

Donald Langevoort

*Georgetown University Law School
Thomas Aquinas Reynolds
Professor of Law
Washington, D.C.*

Douglas Lankler

*Vice-President and Assistant General Counsel
Pfizer, Inc.
New York, New York*

Professor Ying Li

*Baruch College
City University of New York
New York, New York*

Hon. John P. Manley, P.C.

*Senior Counsel
McCarthy Tetrault, LLP
Former Deputy Prime Minister and Minister of Finance of Canada
Toronto, Ontario, CANADA*

Patrick McGurn

*Executive Vice President
Institutional Shareholders Services
Rockville, Maryland*

Nell Minow

*The Corporate Library and Editor in Chief of Board Analyst
Portland, Maine*

Martin D. Payson

*Former Vice-President and Board Member of Time Warner, Inc.
Former President and General Counsel Time Warner Communications, Inc.
Director Panavision, Inc., Delta Financial Corp and Carl Marks & Co.
New York, New York*

Ernest Rubenstein

*Managing Director Carl Marks & Co., Inc.
Of Counsel Paul Weiss Rifkind, Wharton & Garrison
New York, New York*

Alan A. Rudnick

*Principal Masters
Rudnick & Associates, LLC
Program Chair for the Conference
Board Directors Institute
New York, New York*

Eric Talley

*USC Law School and Marshall School of Business Ivadelle and Theodore Johnson Professor of Law and Business
Los Angeles, California*

Raymond S. Trough

*Former Chairman of Enron Corporation
Named Director of the Year by National Corporate Directors Association
New York, New York*

Conference Program Committee

Janice Brown

*Law Offices of Janice Brown
San Diego, California*

Mercedes Colwin

*Managing Partner, New York Office
Gordon Rees
New York, New York*

Janet R. Davis

*Partner
Meckler Bulger & Tilson LLP
Chicago, Illinois*

Joseph G. Finnerty III

*Litigation Partner and Chair of New York Litigation Practice Group
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New York, NY*

Lauren D. Godfrey

*Drinker Biddle & Reath LLP
Florham Park, NJ*

Stephen Goodman

*Partner
Pryor Cashman Sherman & Flynn LLP
New York, New York*

Richard Hans

*Litigation Partner
DLA Piper Rudnick Gray Cary US LLP
New York, NY*

Grace Ratnesar Hanson

*Senior Vice President and Chief Claims Officer
Allied World Assurance Co. Ltd.
Hamilton, Bermuda*

Kim Hogrefe

*Managing Director and Worldwide Specialty Claims Manager
Chubb & Son
Warren, New Jersey*

Maureen Mulligan

*Shareholder
Ruberto, Israel & Weiner, P.C.
Boston, Massachusetts*

Mark H. Peikin

*Insurance and Financial Products Group
Duane Morris LLP
New York, New York*

Kenneth M. Roberts

*Partner
Schiff Hardin, LLP
Chicago, Illinois*

David C. Robinson

*Senior Vice President & Deputy General Counsel
Chubb & Son
Warren, New Jersey*

Eric Talley

*USC Law School and Marshall School of Business Ivadelle and Theodore Johnson Professor of Law and Business
Los Angeles, California*

Thomas Woodman

*Partner
Winstead Sechrest & Minick, P.C.
Dallas, Texas*

Michael Yachnik

*Partner, Dispute Analysis and Investigations
PricewaterhouseCoopers LLP
New York, New York*

REGISTRATION FORM

ABA Tort Trial & Insurance Practice Section (TIPS)

2006 Corporate Governance Program

May 12-13, 2006 • New York, NY

Hotel Deadline: April 20, 2006 Registration Deadline: April 20, 2006

1. REGISTRANT: (Please print or type one form per person; photocopy this form for additional registrants)

LAST NAME FIRST NAME MI

NAME AS YOU WISH IT TO APPEAR ON YOUR BADGE

FIRM/COMPANY

WHAT STATE(S) ARE YOU LICENSED IN?

ADDRESS

CITY

STATE

ZIP

(AREA CODE) BUSINESS TELEPHONE

FACSIMILE

E-MAIL ADDRESS

I am a member of the ABA and wish to join the Tort Trial & Insurance Practice Section.

I have enclosed a separate check for \$50 made payable to the American Bar Association.

2. REGISTRATION FEES:

	On or Before 4/20/06	After 4/20/06	QTY	TOTAL
General Attendee	\$700	\$725	___	___
ABA Member	\$650	\$675	___	___
TIPS Member	\$600	\$625	___	___
PLUS Members	\$600	\$625	___	___

(Meeting Registration Deadline April 20, 2006)

3. TOTAL PAYMENT

TOTAL _____

4. PAYMENT INFORMATION:

Check (made payable to the ABA) American Express MasterCard Visa

Credit Card Number _____ Expiration Date _____

Signature _____

THREE WAYS TO REGISTER

- 1. ONLINE:** www.corpgovern.org or www.abanet.org/tips
- 2. MAIL:** [Technical Registration Experts \(T-REX\)](#)
13 South 2nd Street, Suite 2
Geneva, IL 60134
630/262-1520
- 3. FAX:** 630/262-1520
(T-REX can be reached by phone toll free at
877-309-1565 or by their regular number 630-262-1599)

American Bar Association
Tort Trial & Insurance Practice Section
321 North Clark Street
Chicago, Illinois 60610

PROGRAM AGENDA

Thursday, May 11, 2006

- 4:00-8:00 p.m. **REGISTRATION**
6:30-8:00 p.m. **WELCOME RECEPTION/REGISTRATION**

Friday, May 12, 2006

- 8:00-8:30 a.m. **CONTINENTAL BREAKFAST/REGISTRATION CONTINUES**
8:30-8:45 a.m. **WELCOMING REMARKS AND PROGRAM OVERVIEW**

Kim Hogrefe

Corporate Governance Initiative Chair
Managing Director and Worldwide Specialty Claims Manager
Chubb & Son
Warren, New Jersey

Maureen Mulligan

Program Co-Chair
Shareholder
Ruberto, Israel & Weiner, P.C.
Boston, Massachusetts

9:00-10:45 a.m.

BAD DATA—BAD DECISIONS—THE ADEQUACY AND ACCURACY OF INFORMATION FLOW TO THE BOARD.

How do boards know that the information they base their decisions on is accurate and complete? What are the consequences to board members when they know or should have known that the information is incomplete, inaccurate or so heavily stacked to favor an outcome that the board's credibility in providing management decisions is questioned?

Moderators:

Kenneth M. Roberts

Partner
Schiff Hardin LLP
Chicago, Illinois

Janet R. Davis

Partner
Meckler Bulger & Tilson LLP
Chicago, Illinois

Panelists:

Richard Dicerni

Former Corporate Secretary
Former President
Ontario Power Generation
Toronto, Ontario, CANADA

Geraldine Ferraro

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New York, New York

Hon. John P. Manley, P.C.

Senior Counsel
McCarthy Tetrault, LLP
Former Deputy Prime Minister and Minister of Finance of Canada
Toronto, Ontario, CANADA

Ernest Rubenstein

Managing Director Carl Marks & Co., Inc.
Of Counsel Paul Weiss Rifkind, Wharton & Garrison
New York, New York

10:45-11:00 a.m.

BREAK

Friday, May 12, 2006 - Cont.

11:00-12:45 p.m.

CORPORATE GOVERNANCE: PREVENTIVE MEDICINE OR PLACEBO?

Statistical measures of corporate governance are in vogue in studying how and whether good governance affects firm performance. Far less attention, however, has been paid to how governance interacts with litigation. Does good governance promote practices that reduce litigation exposure? Does good governance itself minimize such exposure? Or, is good governance merely a placebo?

Moderators:

Grace Ratnesar Hanson

Senior Vice President and Chief Claims Officer
Allied World Assurance Co. Ltd.
Hamilton, Bermuda

David C. Robinson

Senior Vice President & Deputy General Counsel
Chubb & Son
Warren, New Jersey

Panelists:

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USC Law School and Marshall School of Business Ivadelle and Theodore Johnson Professor of Law and Business
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George Dallas

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Georgetown University Law School
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Washington, D.C.

Nell Minow

The Corporate Library and Editor in Chief of Board Analyst
Portland, Maine

Patrick McGurn

Executive Vice President
Institutional Shareholders Services
Rockville, Maryland

1:00-2:30 p.m.

LUNCH: KEYNOTE SPEAKER—THE HONORABLE GEORGE J. MITCHELL, FORMER UNITED STATES SENATE MAJORITY LEADER AND CHAIRMAN OF THE BOARD, WALT DISNEY COMPANY.

Introduced by Joseph G. Finnerty III, Litigation Partner and Chair of New York Litigation Practice Group, DLA Piper Rudnick Gray Cary US LLP, New York, New York

Introduction to Afternoon Program: Mark H. Peikin, Duane Morris LLP, New York, New York

2:30 p.m.

BREAK

2:45-4:30 p.m.

INTERNAL CONTROLS: ARE THERE HOLES IN YOUR SOX?

How have companies implemented and adapted internal controls to meet the demands of Sox 404? What are auditors looking for and what are they finding? What is working and what is not?

Moderator:

Joseph G. Finnerty III

Litigation Partner and Chair of New York Litigation Practice Group
DLA Piper Rudnick Gray Cary US LLP

Panelists:

Jeffrey Brodsky

Co-founder and Managing Director of Quest Turnaround Advisors, LLC
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Non-Executive Chairman of the Board of AboveNet, Inc.
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New York, New York

Friday, May 12, 2006 - Cont.

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Vice-President and Assistant General Counsel
Pfizer, Inc.
New York, New York

Miles Everson

Partner, Governance, Risk & Compliance
PricewaterhouseCoopers LLP
New York, New York

4:30-5:00 p.m.

WRAP-UP AND PREVIEW OF NEXT DAY'S PRESENTATIONS

Mercedes Colwin

Managing Partner New York Office
Gordon & Rees
New York, New York

5:00-6:30 p.m.

RECEPTION

Saturday, May 13, 2006

8:15-8:45 a.m.

CONTINENTAL BREAKFAST

9:00-10:45 a.m.

DOES THE TOP SET THE TONE: EXECUTIVE COMPENSATION AND CORPORATE CULTURE.

Panelists will respond to a hypothetical situation involving the termination of one CEO and the hiring of a replacement. The panel will examine how directors might analyze the proposed severance and compensation packages keeping in mind the practicalities of the Disney court's distinction between the legal duties of a director and the best practices of ideal corporate governance. The panel will offer insight into research regarding the effects of various compensation structures.

Moderators:

Maureen Mulligan

Shareholder
Ruberto, Israel & Weiner, P.C.
Boston, Massachusetts

Stephen Goodman

Partner
Pryor Cashman Sherman & Flynn LLP
New York, New York

Panelists:

Wayne Brody

Chief Compliance Officer
Vice President Legal Affairs, Arrow Electronics
Melville, New York

Professor Ying Li

Baruch College
City University of New York
New York, New York

Alan A. Rudnick

Principal
Masters, Rudnick & Associates, LLC
Program Chair, The Conference Board Directors' Institute

Professor Eric Talley

USC Law School and Marshall School of Business Ivadelle and Theodore Johnson Professor of Law and Business
Los Angeles, California

Saturday, May 13, 2006 - Cont.

11:00-12:00 p.m.

LOOKING TO THE FUTURE: EMERGING ISSUES IN CORPORATE GOVERNANCE

What's next? What should companies be focusing on for the future? Where should our research be heading? What "metrics" do you feel are lacking to assist you in informing your company's behavior?

Moderators:

Kim Hogrefe

Managing Director and Worldwide Specialty Claims Manager
Chubb & Son
Warren, New Jersey

Kenneth M. Roberts

Partner
Schiff Hardin LLP
Chicago, Illinois

Panelists:

Martin D. Payson

Former Vice-President and Board Member of Time Warner, Inc.
Former President and General Counsel, Time Warner Communications, Inc.
Director Panavision, Inc., Delta Financial Corp. and Carl Marks & Co.
New York, New York

Ernest Rubenstein

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Of Counsel Paul Weiss Rifkind, Wharton & Garrison
New York, New York

Raymond S. Toubh

Former Chairman of Enron Corporation
Named Director of the Year by National Association
of Corporate Directors
New York, New York

12:00-12:15 p.m.

CLOSING REMARKS

Kim Hogrefe

Managing Director and Worldwide Specialty Claims Manager
Chubb & Son
Warren, New Jersey

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GENERAL INFORMATION

REGISTRATION DEADLINE: APRIL 20, 2006 **HOTEL DEADLINE: APRIL 20, 2006**

ADVANCE REGISTRATION

Technical Registration Experts (T-REX) is handling registration reservations. All registration reservations must be accompanied by credit card, check, money order, or purchase order. A registration form is included in this brochure as well as online at www.abanet.org/tips. The registration fee includes admission to the program, course materials, continental breakfast, breaks, and reception. If you wish to have your name appear on the pre-registration list distributed at the program, T-REX must receive your meeting reservation no later than **April 20, 2006**. Registration reservations will be confirmed in writing within 10 business days.

The registration fee includes admission to the program, course materials, continental breakfast, lunch, breaks, and welcome reception. If you wish to have your name appear on the pre-registration list distributed at the program, ALL registration forms must be received no later than the registration deadline of **April 20, 2006**. Registration reservations will be confirmed in writing within 10 business days.

ON-SITE REGISTRATION

On-site registrations will be accepted if space is available. Call Kimia Shelby at 312/988-5708 or email shelbyk@staff.abanet.org, 72 hours prior to the program to confirm that space is available. On-site registrants must pay the program fee by credit card or check made payable to the American Bar Association. A \$25 fee will be charged to individuals registering on-site.

CANCELLATION POLICY

No registration fee refunds will be granted for cancellations received after **April 20, 2006**. In order to receive a refund (less a \$100 administrative fee), the ABA must receive written cancellation by **April 20, 2006**. Registrants who are unable to attend may send a substitute or will receive course materials in lieu of a refund.

HOTEL INFORMATION

For Reservations call **212/708-7474**

A limited number of rooms have been blocked for program registrants of the TIPS 2006 Corporate Governance Program at the Le Parker Meridien Hotel, 118 West 57th St., New York, NY 10019-3318, for a hotel room rate of \$335 single/double plus 13.625% tax and a \$3.50 per night surcharge. For reservations, please call the hotel directly at **212/708-7474**. The room block will be held until exhausted or until **Thursday, April 20, 2006 at 5:00 p.m. (CST)**. After the meeting specified hotel deadline, reservations will be confirmed based on availability. Please refer to the **TIPS 2006 Corporate Governance Program** when calling the hotel to make reservations. Hotel check-in is 3:00 p.m. and checkout is 12:00 p.m. (noon). All reservations must be guaranteed by credit card or deposit check. Individuals with guaranteed reservations must cancel their reservations by 72 hours prior to the scheduled day of arrival to avoid a one-night cancellation charge.

AIRLINE INFORMATION

You are encouraged to 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. To access ABA Online Travel, go to www.abanet.org and click on the link at the bottom of the ABA Calendar box. The 24/7 toll-free number for Travelocity Business is 1-866-321-8403.

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

American Airlines ABA Code: 18395 800.433.1790
(US domestic and Canada)

CLE INFORMATION

Accreditation will be requested for this program from every state with mandatory continuing legal education (MCLE) requirements for its lawyers. Please be aware that each state has its own rules and regulations, including its definition of "CLE". Check with your state agency for confirmation of this program's approval. Attorneys seeking to obtain MCLE credit in Pennsylvania are required to pay state accreditation fees directly to that state. Certificates of attendance will be available at the conclusion of the program. In order to receive CLE credit, all attorneys will be required to sign in on the sign in sheets and obtain a Uniform Certificate of Attendance. Registration fees must be paid in full before registrants can receive credit. You may contact Kimia Shelby at 312/988-5708 two weeks prior to the conference for confirmation of the number of CLE credit hours requested by the ABA or credits approved by any particular state.

MEMBERSHIP INFORMATION

For more information about membership in the ABA or the Tort Trial & Insurance Practice Section (TIPS), please visit us online at www.abanet.org/tips/memberapp.html or call 1-800-285-2221. Membership in TIPS includes three industry-leading periodicals, discounts of up to 20% on many TIPS CLE programs, and other career and practice-enhancing benefits. Join TIPS today!

PERSONS WITH DISABILITIES

Services for persons with disabilities are available. If special arrangements are required for an individual to attend this program, please notify the ABA promptly at 312/988-5708. Reasonable advance notice is requested.

GET CONNECTED WITH TIPS!

Information on this and other TIPS CLE programs is available online at www.abanet.org/tips. Visit us and get connected!

SCHOLARSHIPS AVAILABLE!

ATTENTION TIPS MEMBERS: Scholarships are available for all Section activities, courtesy of the TIPS Scholarship Fund. The Fund, established with the International Risk Management Institute ("IRMI") and supported by subscriptions to the IRMI CGL reporter, is intended to increase membership involvement in TIPS' activities among minorities, solo and small firm practitioners, government attorneys, women, and young lawyers by providing financial support to those who would otherwise be unable to participate. To request an application or receive additional information, visit www.abanet.org/tips/scholarship.html or contact Linda Wiley at 312-988-5673.

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