

American Conference Institute's
6th National Forum on

Conducting, Managing and
Responding to



CORPORATE INVESTIGATIONS

May 19 – 20, 2008 | The Madison | Washington, DC

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Senior Counsel for Litigation
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Honeywell
Assistant General Counsel
International Transactions
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Lockheed Martin
Assistant General Counsel

Marsh & McLennan
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Schering-Plough
Director of Global Investigations

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SPX Corporation
Assistant General Counsel
Litigation & Compliance

Time Inc.
Associate General Counsel
and Head of Compliance

Unisys Corporation
Assistant General Counsel

Wachovia Securities
Senior Vice President
Director of Regulatory Affairs

Conference Co-Chairs:

David M. Stuart
Senior Counsel, Investigations & Regulatory
General Electric Co.

Peter H. Bresnan
Partner
Simpson Thacher & Bartlett LLP

Exclusive Interactive Workshops

- A. Minimizing Your Risk of OFAC Violations
- B. Developing and Implementing Compliance and Ethics Programs to Reduce the Risk of Investigations

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Each year, more and more companies are seeing their reputations tarnished and, in some cases, ruined by exposure of their corporate misdeeds. And, with government investigations on the rise, more companies will undoubtedly meet the same fate.

No one knows who the next wave of government inquiries will target. But, you must have a plan of action to efficiently and effectively assess and address allegations of misconduct.

American Conference Institute's 6th National Forum on Corporate Investigations will provide you with the strategies and practical advice you need to investigate allegations of corporate misconduct while protecting the company, its shareholders and yourself.

In-house counsel from top companies, including **General Electric, Honeywell, Bank of America, Time Inc., Fannie Mae, Schering-Plough, Lockheed Martin, Capital One, Marsh & McLennan, SPX Corporation, Wachovia Securities** and experienced private practitioners will provide in-depth advice on:

- When and how the HR department should be involved in an investigation
- Working with the appropriate government agency to remedy the problem
- Overcoming critical conflicts of interest
- Strategies for reporting investigation results while protecting the company
- Keeping the costs of e-discovery under control during an investigation

Take advantage of this opportunity to network and learn from others facing the same challenges in this high-stakes environment. Register now by calling 1-888-224-2480, by faxing your registration form to 1-877-927-1563, or by going online at www.AmericanConference.com/investigations.

Who You Will Meet

- Corporate Counsel
- Corporate Investigators
- Compliance Officers
- Internal Auditors
- Forensic Auditors

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Accreditation will be sought in those jurisdictions requested by the registrants which have continuing education requirements.

This *transitional* course is appropriate for both experienced and newly admitted attorneys.

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Monday, May 19, 2008

1:00 Co-Chairs' Opening Remarks

David M. Stuart

Senior Counsel, Investigations & Regulatory
General Electric Co.
(Fairfield, CT)

Peter H. Bresnan

Partner
Simpson Thacher & Bartlett LLP
(Washington, DC)

1:15 International Investigations: Obtaining Information When Conducting an Investigation Outside US Jurisdiction

Julia K. Bailey

Assistant General Counsel
International Transactions and Compliance
Honeywell International
(Washington, DC)

Joseph B. Tompkins, Jr.

Partner
Sidley Austin LLP
(Washington, DC)

Fiona A. Philip

Partner
Howrey LLP
(Washington, DC)

- Navigating EU privacy restrictions when pursuing employee information
- Data maintenance, preservation and retrieval procedures for overseas offices that will allow for audit and review
- Unraveling conflicts when complying with local vs. US law
- Getting around/capitalizing on restrictions on subpoenas and document requests in international contexts
- Local protections for individuals: How to prevent running afoul of local laws when interviewing witnesses abroad
- Overcoming challenges with disclosure and information accessibility when dealing with contractors/agents/partners/subsidiaries
- Utilizing treaties for sharing of information
- Meeting Sarbanes-Oxley requirements when encountering pushback from foreign jurisdictions
- Protecting privilege: what to consider when dealing with foreign information and locales
- Strategies for negotiating with foreign prosecutors and regulators
- Dealing with multiple foreign governments during an investigation
- Ethical and cultural considerations

2:30 Refreshment Break

2:45 Gaining Cooperation and Evaluating Information When Interviewing Employees

Joaquin Sena

Associate General Counsel
Bank of America
(Charlotte, NC)

Catherine P. Palazzolo

Assistant General Counsel
Unisys Corporation
(Reston, VA)

Jodi L. Avergun

Special Counsel
Cadwalader, Wilkersham & Taft
(Washington, DC)

- Mastering the art of strategic interviewing
- Warnings: walking the line between adequate disclosure of risk and gaining full cooperation
- Preventing retaliation claims when dealing with employees who refuse to answer questions or show up for interview
- Checklist for covering all bases when an employee incriminates him/herself
- Privacy and other considerations when interviewing employees

4:00 Cautions, Considerations and Maximizing Benefits when Utilizing HR in Investigations

James Barber

Director of Global Investigations
Schering-Plough Corporation
(Kenilworth, NJ)

John W. Hamlin

Chief Employment Counsel
Marsh & McLennan Companies, Inc. (New York, NY)

- Assessing the appropriate scope of HR involvement in an investigation for specific situations
- What to withhold from HR to maintain privilege
- Training HR to think like a lawyer
- Building walls and veils—should HR conduct its own investigations?
- Techniques for working effectively with HR during the course of an investigation

5:00 Minimizing Risk of Conflicts and Misconduct During Investigations

Ronald Long

Senior Vice President
Director of Regulatory Affairs
Wachovia Securities, LLC (Richmond, VA)

Stephen J. Liccione

Assistant General Counsel
Litigation & Compliance
SPX Corporation (Charlotte, NC)

Michael G. Considine

Partner
Day Pitney LLP (New York, NY)

- Addressing conflict between employee and the corporate interest
- Criteria for making the decision about whether to defend the employee
 - Indemnification or advancement of employee's legal fees: can this still be viewed as a failure to cooperate?
- Ethical/legal responses to high-level ill-advised requests
- Can an employee's request for a tolling agreement trigger a conflict of interest?

6:00 Conference Adjourns for the Day

Tuesday, May 20, 2008

8:30 Continental Breakfast

9:00 Co-Chairs' Recap and Remarks

David M. Stuart

Senior Counsel, Investigations & Regulatory
General Electric Co.
(Fairfield, CT)

Peter H. Bresnan

Partner
Simpson Thacher & Bartlett LLP
(Washington, DC)

**9:15 Waiver vs. Protection of Attorney-Client
Privilege: Ensuring a Deliberate Approach**

Christopher Davies

Partner
WilmerHale
(Washington, DC)

Richard Grime

Partner
O'Melveny & Myers LLP
(Washington, DC)

- Status and implications of the Attorney Client Privilege Protection Act
- Weighing key factors when deciding whether to waive privilege
- Rebuffing government's attempts to use the crime-fraud exception
- Strategies for minimizing the disclosure of privileged documents
- New insights on when to retain outside counsel
- Using protective orders
- Documenting in-house counsel's role in the investigation to avoid waiver
 - Best practices for internal lawyers
 - Preparing for government attacks on the attorney role
- Key strategies for preserving privilege in global investigations

10:30 Coffee Break

**10:45 Document Retention Policies that
Enable and Expedite Investigations**

Charles J. Clark

Chief Counsel, Litigation
Managing Vice President
Capital One
(McLean, VA)

Miriam Smolen

Associate General Counsel
Fannie Mae
(Washington, DC)

Angeline G. Chen

Assistant General Counsel
Lockheed Martin Corporation
(McLean, VA)

- Best practices for data preservation
 - Guidelines for how long to keep documents

- Who polices data maintenance?
- Special considerations when dealing with data privacy requirements in foreign jurisdictions
- Litigation holds
 - Determining when an allegation becomes worthy of a hold
 - Will courts find that internal investigation warranted a hold as a government investigation may follow?
 - Assessing relevancy of documents: to which documents does the hold apply
 - Notifying the appropriate people of the hold
 - Providing employees with the proper tools to ensure compliance with the hold
 - Effective employee monitoring techniques
 - Overcoming challenges faced by large or international companies during a hold
- Keeping the cost of e-discovery under control
- Communicating with the regulator/prosecutor about document retention and production

12:00 Networking Lunch for Speakers and Delegates

**1:15 Working with the Audit Committee
When Wrongdoing is Found**

Milt Williams – Panel Moderator

Associate General Counsel and Head of Compliance
Time Inc.
(New York, NY)

Howard Scheck

Partner
Deloitte Financial Advisory Services LLP
(Washington, DC)

Charles E. Davidow

Partner
Paul, Weiss, Rifkind, Wharton & Garrison, LLP
(Washington, DC)

Colleen P. Mahoney

Partner
Skadden, Arps, Slate, Meagher & Flom LLP
(Washington, DC)

- When to involve the audit committee
- Privilege issues when sharing information with the audit committee
- Complying with your requirements under Sarbanes-Oxley to keep the audit committee apprised of findings
- When the audit committee needs separate counsel
 - Impact of separate counsel on information gathering and sharing
- Mandated disclosures for findings of improper conduct
- Special considerations when there are concurrent civil actions
- Minimizing risk of audit committee liability

2:30 Coffee Break

**2:45 Assessing Ramifications and Ensuring Right
Decisions Based on Investigation Results**

John Ryan

Senior Vice President and Associate General Counsel
ARAMARK
(Philadelphia, PA)

Mark Califano

Senior Counsel for Litigation and Legal Policy
General Electric – Commercial Finance
(Norwalk, CT)

Mark Srere

Partner
Morgan, Lewis & Bockius LLP
(Washington, DC)

- At what point do you stop investigating and focus on remediation?
- Oral vs. written reports: advantages and disadvantages of each depending on the circumstances
- How much information to include in the report
- Who to relay findings to for specific situations
- Considerations for avoiding liability when making recommendations for change when problems are found
- Minimizing the negative impact on management and employees

4:00 **Negotiating Favorable Resolutions
with the Government**

Timothy N. England

Assistant Director, Division of Enforcement
Securities and Exchange Commission
(Washington, DC)

Thomas C. Newkirk

Partner
Jenner & Block LLP
(Washington, DC)

- Self-reporting: pros and cons
- Working with the appropriate government agency to remedy the problem
- Unique considerations when negotiating with foreign governmental agencies
- Strategies for minimizing the risk of corrective actions being taken
- How to negotiate terms you can live with
- Minimizing the risk of having a compliance monitor assigned
- Creative resolutions being used by government agencies
 - Non-prosecution agreements
 - Deferred prosecution agreements
 - How to structure these resolutions
- Disclosure considerations and impact on resolution

5:00 **Conference Adjourns**

Interactive Workshops

A

**Minimizing Your Risk of
OFAC Violations**

Monday, May 19, 2008
9:00 a.m. – 12:00 p.m.

Greta Lichtenbaum

Partner
O'Melveny & Myers LLP (Washington, DC)

Alison Clew

Principal
Deloitte Financial Advisory Services LLP (Boston, MA)

The number of companies being investigated by the Treasury Department's Office of Foreign Assets Control (OFAC) has markedly increased in recent years. And, with penalties for OFAC violations costing companies millions of dollars each year, it is more important than ever that businesses learn how to prevent running afoul of these regulations.

In this interactive workshop, our faculty will teach you all you need to know in order to minimize your risk of an OFAC violation. Some of the topics that will be covered in-depth include:

- Overview of OFAC's rules and sanctions program
- Strategies for structuring your OFAC compliance program
- Common and uncommon ways which companies run afoul of OFAC rules
- Selecting and working with experts who can analyze company's financial data
- Requirements for applying OFAC's rules on activities, acquisitions and investments abroad
- Special challenges when doing these investigations abroad
- What to do when OFAC's requirements put you in conflict with other country's laws
- Considerations when making voluntary disclosures to the OFAC
- Penalties for non-compliance

B

**Developing and Implementing
Ethics and Compliance Programs
to Reduce the Risk of Misconduct**

Wednesday, May 21, 2008
9:00 a.m. – 12:00 p.m.

David Greenberg

Senior Vice President and Chief Compliance Officer
Altria Group, Inc. (New York, NY)

The most effective way to reduce your risk of investigations is by developing and implementing ethics and compliance programs. By uncovering vulnerabilities in your company's compliance programs early on, you will be able to take the necessary corrective action before a serious problem develops. And, with government investigations on the rise, this type of proactive management is more necessary than ever.

In this interactive workshop, our faculty will provide you with the tools you need to assess and upgrade your ethics and compliance programs. Some of the topics to be covered in-depth include:

- Performing a risk review to determine what policies your company should have in place
 - What are your risk areas?
 - Are there any policies that put your company in jeopardy?
 - What is the current level of compliance
- Establishing a code of ethics or business conduct requirements
- Developing a culture of compliance within your organization
 - Employee training
 - The importance of getting management buy-in
 - How do you keep such a culture active?
- Compliance monitoring programs
- Compliance reporting and review process
- How to do more with less when you have no budget
- "Success stories" – how companies have averted critical issues through effective corporate conduct programs

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VENUE: The Madison
ADDRESS: 1177 15th Street, NW, Washington, DC 20005
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Registration Fee

The fee includes the conference, all program materials, continental breakfasts, lunches and refreshments.

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