



**A Pair of “Must” Conferences
for Directors and their Advisors**

Online Video Access Now!

“The 4th Annual Proxy Disclosure Conference: Tackling Your 2010 Compensation Disclosures” & “6th Annual Executive Compensation Conference”

Executive compensation is in the cross-hairs like never before. With Congress, the SEC Staff, investors and the media scrutinizing all executive compensation practices and disclosures, it is critical to have the best possible guidance. This pair of full-day conferences will provide the latest essential—and practical—implementation guidance that you need.

Exposure: With the coming reforms—particularly say-on-pay—all eyes will be focused on executive compensation practices (and the resulting disclosures) and you will need to be on top of the latest guidance in this year of incredible change. As a result, these Conferences—with the most respected experts in the field—will be a “must” for anyone who has any role in setting/approving compensation or the preparation or review of proxy statements.

Video Archive Bonus: Like last year’s blockbuster conferences, an archive of the entire video for both conferences will be right there at your desktop to refer back to when you are actually grappling with executive compensation decisions and policy—and drafting the disclosures and the required analysis involved with a CEO’s compensation package.

Who Should Attend: Every person responsible for CEO and executive compensation—and every person responsible for preparing and reviewing compensation disclosures, including everyone who counsels or advises boards. In particular: CEOs, CFOs, Directors and all Compensation Committee members, HR staff, lawyers, corporate secretaries, accountants and consultants.

Where: You have two choices: attend via Nationwide or attend in San Francisco. Call 800.445.866 for reduced rates. If you

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complete Video and Materials
from these critical Conferences.**

attend at the Hilton San Francisco or at the conference rooms. [If you plan to attend as soon as possible online or in person, use group code “SPP”) to receive your reservations, call us at 925-685-5111.]

Presented by

CompensationStandards.com and TheCorporateCounsel.net

“The 4th Annual Proxy Disclosure Conference: Tackling Your 2010 Compensation Disclosures”

Full-Day Agenda and Schedule

8:30 – 8:45 am	“A Brave New World”
8:45 – 9:20 am	“Why Disclosures Matter: ‘Real World’ Perspectives” Speakers: Pat McGurn, RiskMetrics’ ISS Division; Broc Romanek, CompensationStandards.com
9:20 – 9:40 am	“How to Avoid the Conflict between the Lawyer and the Consultant (and HR): Working for Full Disclosure” Speakers: Ron Mueller, Gibson Dunn & Crutcher; Mike Kesner, Deloitte Consulting
10:00 – 11:30 am	“How the Latest Developments Impact You” Speakers: Mark Borges, Compensia; Alan Dye, Hogan & Hartson; Dave Lynn, TheCorporateCounsel.net; Keith Higgins, Ropes & Gray; Scott Spector, Fenwick & West
11:30 – 12:00 pm	“The SEC Staff Speaks: What to Expect from the Comment Process” featuring Deputy Director Shelley Parratt, SEC’s Division of Corporation Finance
1:00 – 1:30 pm	“Practice Pointers: How to Implement ‘Say-on-Pay’” Speakers: Mark Borges, Compensia; Amy Goodman, Gibson Dunn & Crutcher; Dave Lynn, TheCorporateCounsel.net; Pat McGurn, RiskMetrics’ ISS Division
1:30 – 2:15 pm	“The New Challenges of Bonuses (and Clawbacks)” Speakers: Mark Borges, Compensia; Howard Dicker, Weil Gotshal & Manges Keith Higgins, Ropes & Gray; Martha Steinman, Dewey & LeBoeuf
2:15 – 3:00 pm	“How to Handle ‘Out-of-Money’ and Other Down-Market Arrangements” Speakers: Howard Dicker, Weil Gotshal & Manges; Mike Kesner, Deloitte Consulting; Scott Spector, Fenwick & West
3:20 – 3:40 pm	“Dealing with the Complexities of Perks” Speakers: Mark Borges, Compensia; Alan Dye, Hogan & Hartson
3:40 – 4:00 pm	“Handling Change-of-Control/Severance Arrangements Changes” Speakers: Mark Borges, Compensia; Mike Kesner, Deloitte Consulting; Ron Mueller, Gibson Dunn & Crutcher
4:00 – 4:45 pm	“Conducting—and Disclosing—Pay Risk Assessments” Speakers: Mark Borges, Compensia; Keith Higgins, Ropes & Gray; Dave Lynn, TheCorporateCounsel.net
4:45 – 5:30 pm	“The Latest on the CD&A” Speakers: Mark Borges, Compensia; Dave Lynn, TheCorporateCounsel.net Ron Mueller, Gibson Dunn & Crutcher
5:30 – 6:00 pm	“Form 8-Ks for Compensation Changes—What to Do” Speakers: Alan Dye, Hogan & Hartson; Keith Higgins, Ropes & Gray; Dave Lynn, TheCorporateCounsel.net; Martha Steinman, Dewey & LeBoeuf

Sign Up Now!

“6th Annual Executive Compensation Conference”

Full-Day Agenda and Schedule

8:10 – 8:20 am	“Overcoming the Compensation Crisis: Sage Guidance” Speakers: John Olson, Gibson Dunn & Crutcher; Jesse Brill, Chair, NASPP and CompensationStandards.com
8:20 – 9:10 am	“The Basics Have Changed: How to Proceed in this New Environment” Speakers: Joe Nocera, NY Times columnist; Fred Cook, Frederic W. Cook & Co.; Ira Kay, Watson Wyatt & Co.
9:10 – 9:30 am	“Treasury Speaks about Executive Pay” Speaker: J. Mark Iwry, Senior Advisor to US Treasury Secretary and Deputy Assistant Secretary

Candid Guidance from Consultants, Counsel and Critics

9:45 – 10:05 am	“The Consultants Speak: Full Walk-Away—Severance, Change-in-Control and More” Speakers: Douglas Friske, Towers Perrin; Ira Kay, Watson Wyatt & Co.; Mike Kesner, Deloitte Consulting
10:05 – 10:35 am	“Counsel & Consultants Speak: Independence and Accountability” Speakers: John Olson, Gibson Dunn & Crutcher; Mike Kesner, Deloitte Consulting James Kim, Frederic W. Cook & Co.
10:35 – 11:00 am	“The Consultants Speak: Fixing Benchmarks and Internal Pay Equity” Speakers: Douglas Friske, Towers Perrin; Mike Kesner, Deloitte Consulting Don Delves, The Delves Group
11:30 – 12:00 pm	“The Consultants Speak: Say-on-Pay and Plan Design” Speakers: Mike Kesner, Deloitte Consulting; James Kim, Frederic W. Cook & Co.; Pat McGurn, RiskMetrics’ ISS Division; Don Delves, The Delves Group
12:00 – 12:45 pm	“The Consultants Speak: Risk Assessment & Pay” Speakers: Douglas Friske, Towers Perrin; Ira Kay, Watson Wyatt & Co.; James Kim, Frederic W. Cook & Co.
2:00 – 2:25 pm	“Afternoon Keynote: A.G. Lafley—Proctor & Gamble Chairman of the Board” One of the Most Respected CEOs of Our Time Addresses CEO Compensation
2:25 – 2:50 pm	“Meeting the New Standards: What Compensation Committees (and Consultants and Counsel) Should Now Be Doing” Speakers: Bob Denham, Former CEO of Salomon Brothers; Director of Chevron Corp. and Partner of Munger, Tolles & Olson LLP; John Olson, Gibson Dunn & Crutcher; Mike Kesner, Deloitte Consulting
2:50 – 3:15 pm	“Consultants and Counsel Speak: Hold-Through-Retirement and Clawbacks” Speakers: Marc Trevino, Sullivan & Cromwell; Mike Kesner, Deloitte Consulting
3:45 – 5:00 pm	“Hot Button Issues: How to Implement Say-on-Pay Successfully— The Proxy Advisors and Investors Speak” Speakers: Valerie Ho, RiskMetrics Group’s Governance Unit; Bob McCormick, Glass Lewis; Paul Hodgson, The Corporate Library; Meredith Miller, State of Connecticut Treasurer’s Office

Sign Up Now!

Act Now!

To accommodate the different needs of our community, we offer the following access alternatives:

I. Yes, we would like Full Access to the Video and Materials from these critical Conferences:

A. Single User

1. ___ \$1595 per person if you are a member of both TheCorporateCounsel.net and CompensationStandards.com
2. ___ \$1895 per person if you are a member of either TheCorporateCounsel.net or CompensationStandards.com
3. ___ \$2995 non-member rate (non-members can qualify for the member rates by entering no-risk trials at TheCorporateCounsel.net and CompensationStandards.com)

B. Single Office Location, Unlimited Users (*i.e.*, Unlimited)

1. ___ \$3895 for Unlimited use by all persons in a single office location—for companies/firms with a Single Office license to TheCorporateCounsel.net or CompensationStandards.com
2. ___ \$4595 non-member rate (non-members can qualify for the \$3895 member rate by entering a no-risk trial at TheCorporateCounsel.net or CompensationStandards.com)

C. Unlimited Locations, Unlimited Users (*i.e.*, Firmwide)

1. ___ \$4195 for Firmwide use by all persons in multiple locations—for companies/firms with a Firmwide license to TheCorporateCounsel.net or CompensationStandards.com
2. ___ \$5995 non-member rate (non-members can qualify for the \$4195 member rate by entering a no-risk trial at TheCorporateCounsel.net or CompensationStandards.com)

II. Yes, I will attend in San Francisco (three categories of attendees):

1. ___ \$595 per person if you are also registered to attend the 3-Day 17th Annual NASPP Conference
2. ___ \$1595 per person (if you are not attending the NASPP Conference) to attend the 4th Annual Proxy Disclosure Conference and the 6th Annual Executive Compensation Conference if you are a member of both TheCorporateCounsel.net and CompensationStandards.com
3. ___ \$1895 per person (if you are not attending the NASPP Conference) to attend the 4th Annual Proxy Disclosure Conference if you are a member of either TheCorporateCounsel.net or CompensationStandards.com
4. ___ \$2995 per person to attend both the 4th Annual Proxy Disclosure Conference and the 6th Annual Executive Compensation Conference if you are not a member of TheCorporateCounsel.net or CompensationStandards.com (non-members can qualify for the member rates by entering no-risk trials at TheCorporateCounsel.net and CompensationStandards.com)

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Remember that attending in San Francisco also allows you to access the video archive of the entire Conference when you are drafting/reviewing proxy disclosures later!

If you do not wish to register online, you can register by faxing/mailing this order form. The fax number and mailing address are at the bottom of this form. If you need any assistance, please contact us at info@thecorporatecounsel.net or 925-685-5111 (8 am–4 pm West Coast time).

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