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A “Must” for
Every Public Company

“The 7th Annual Executive Compensation Conference” *What Every Director—and Advisor—Needs to Know—and Do—Now!*

&

“Tackling Your 2011 Compensation Disclosures: The 5th Annual Proxy Disclosure Conference”

With the new reforms—particularly mandatory Say-on-Pay and the new “sleeper” Internal Pay Equity disclosure—all eyes will be focused on executive compensation practices and this year’s proxy disclosures. 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.

Executive compensation is in the cross-hairs like never before. With Congress, the SEC Staff, investors and the media scrutinizing all executive compensation 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.

Like last year’s blockbuster conferences, an archive of the entire video for both Conferences will be right there to show in compensation committee meetings—and at your desktop to refer back to when you are actually grappling with drafting the disclosures and involved with an executive’s pay package. We set the Conference dates earlier this year to give people additional time to gear up for “Say-on-Pay.”

Who Should Attend: CEOs, CFOs, directors, HR staff, lawyers, corporate secretaries, accountants and consultants. In short, every person responsible for setting compensation or for preparing and reviewing compensation disclosures—and every person responsible for implementing executive and equity compensation plans or who counsels or advises on compensation matters.

Where: You have two options: attend in person at the Regency Chicago or via Nationwide Live Webcast. If you plan to attend in person, make your reservation at the Regency as soon as possible online or call 1-888-421-1442. Be sure to mention the Compensation Conference to receive reduced rates.

**Make sure you have the
Video—and Materials—of each session
from these critical Conferences.**

These Conferences are Critical for Every Public Company.

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“Tackling Your 2011 Compensation Disclosures: The 5th Annual Proxy Disclosure Conference”

Monday, September 20, 2010

Full-Day Agenda and Schedule

(All panels will be archived and available at your discretion)

9:00 – 10:15 am	“How the Latest Developments Impact You” Speakers: Mark Borges, Compensia; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Keith Higgins, Ropes & Gray; Scott Spector, Fenwick & West; Laura Thatcher, Alston & Bird
10:15 – 10:30 am	“The Conflict between the Lawyer and the Consultant (and HR): Working Against Full Disclosure” Speakers: Ron Mueller, Gibson Dunn & Crutcher; Ira Kay, Pay Governance Mike Kesner, Deloitte Consulting
10:30 – 10:45 am	Break
10:45 – 12:00 pm	“How to Draft Disclosure for Say on Pay” Speakers: Mark Borges, Compensia; Howard Dicker, Weil Gotshal & Manges; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Pat McGurn, ISS
12:00 – 1:15 pm	Lunch
1:15 – 1:45 pm	“Conducting—and Disclosing—Pay Risk Assessments” Speakers: Keith Higgins, Ropes & Gray; Ira Kay, Pay Governance; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Laura Thatcher, Alston & Bird
1:45 – 2:15 pm	“Enhancing your CD&A for More Effective Disclosure” Speakers: Mark Borges, Compensia; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Ron Mueller, Gibson Dunn & Crutcher
2:15 – 2:45 pm	“Form 8-Ks for Compensation Changes—What to Do” Speakers: Alan Dye, Hogan Lovells; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Martha Steinman, Dewey & LeBoeuf; Ning Chiu, Davis Polk & Wardwell
2:45 – 3:05 pm	Break
3:05 – 3:30 pm	“The New Challenges of Bonuses (and Clawbacks)” Speakers: Mark Borges, Compensia; Alan Dye, Hogan Lovells; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Martha Steinman, Dewey & LeBoeuf
3:30 – 3:50 pm	“Dealing with the Complexities of Perks” Speakers: Mark Borges, Compensia; Alan Dye, Hogan Lovells
3:50 – 4:20 pm	“Handling Change-of-Control/Severance Arrangements Changes” Speakers: Mark Borges, Compensia; Mike Kesner, Deloitte Consulting; Ron Mueller, Gibson Dunn & Crutcher; Scott Spector, Fenwick & West
4:20 – 5:15 pm	“How to Handle the Other New Proxy Disclosure Items: Proxy Access, Board Leadership & Hedging” Speakers: Ning Chiu, Davis Polk & Wardwell; Howard Dicker, Weil Gotshal & Manges; Keith Higgins, Ropes & Gray; Beth Ising, Gibson Dunn & Crutcher; Pat McGurn, ISS

“7th Annual Executive Compensation Conference”

What Every Director—and Advisor—Needs to Know—and Do—Now!

Tuesday, September 21, 2010

Full-Day Agenda and Schedule

(All panels will be archived and available at your discretion)

8:00 – 8:15 am	Opening Remarks: “Say on Pay: An Opportunity to Restore Trust—Our Compensation and Disclosure Practices” Speaker: John Olson, Gibson Dunn & Crutcher
8:15 – 9:15 am	“Keynote Panel: Directors Speak Their Minds on Executive Compensation”
9:15 – 9:45 am	Break
9:45 – 11:00 am	“Hot Button Fixes: In Light of Say on Pay” Speakers: George Paulin, Frederic W. Cook & Co.; Robbi Fox, Exequity; Ira Kay, Pay Governance; Mike Kesner, Deloitte Consulting
11:00 – 11:15 am	Session Change
11:15 – 12:30 pm	“The Top HR Head Perspective: Practice Pointers and Insights” Speakers: Mike Davis, General Mills; Rich Floersch, McDonald’s; Pam Kimmert, Coca-Cola Enterprises, Jack Mollen, EMC
12:30 – 1:45 pm	Lunch
1:45 – 2:20 pm	“The New Pay Ratio Requirement and Internal Pay Equity: What to Do” Speakers: Mike Kesner, Deloitte Consulting; Mark Borges, Compensia; Doug Friske, Towers Watson
2:20 – 3:00 pm	“This Coming Year’s Grants: How to Deal with Last Year’s Inadvertent Gains” Speakers: Don Delves, The Delves Group; Mike Kesner, Deloitte Consulting; George Paulin, Frederic W. Cook & Co.
3:00 – 3:30 pm	Break
3:30 – 3:50 pm	“Joe Bachelder and Jesse Brill Square Off: A Candid Discussion” Speakers: Joe Bachelder, Bachelder Law Firm; Jesse Brill, NASPP and CompensationStandards.com
3:50 – 4:45 pm	“The Big Roundtable: Consultants, Directors and Top HR Heads”
4:45 – 5:30 pm	“The Proxy Advisors & Investors Speak: Their Hot Button Issues and Say on Pay” Speakers: Pat McGurn, ISS; Vineeta Anand, AFL-CIO; Paul Hodgson, The Corporate Library

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

I. Please register me for online access to the Video Webcast (three categories of users):

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 Rate per person if you are not a member of TheCorporateCounsel.net or CompensationStandards.com**

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

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2. ___ \$5995 Rate per person if you are not a member of TheCorporateCounsel.net or CompensationStandards.com**

II. Yes, I will attend in Chicago for the 5th Annual Proxy Disclosure and the 7th Annual Executive Compensation Conferences:

1. ___ \$795 per person if you are already registered to attend the NASPP Conference (you must register for the NASPP conference)
2. ___ \$1595 per person if you are a member of either TheCorporateCounsel.net or CompensationStandards.com
3. ___ \$1895 per person if you are a member of either TheCorporateCounsel.net or CompensationStandards.com
4. ___ \$2995 Rate per person if you are not a member of TheCorporateCounsel.net or CompensationStandards.com**

Make sure you have the Video—and Materials—of each session from these critical Conferences.

Remember that attending in Chicago also allows you to access the video archive of both Conferences for when you are drafting/reviewing proxy disclosures later!

*All attendees must be from the same firm/company.

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All registrations are non-refundable. CLE Credit available for select states.

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