

“Tackling Your 2012 Compensation Disclosures: The 6th Annual Proxy Disclosure Conference”

&

“The Say-on-Pay Workshop: 8th Annual Executive Compensation Conference”

**November 1–2 in San Francisco
and
via Live Nationwide Video Webcast**

Now that mandatory say-on-pay is here, 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.

With say-on-pay in full swing, all eyes will be focused on executive compensation practices (and the resulting disclosures) and you will need to keep up during a 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.

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—and refresh your memory when you are actually grappling with drafting the disclosures and involved with an executive’s pay package.

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

Where: You have two choices: you can attend the Conferences at the Hilton San Francisco or via Nationwide Live Video Webcast to desktops, boardrooms and conference rooms. [If you plan to attend in San Francisco, make your reservations for the Hilton as soon as possible online or call 800-445-8667. Be sure to mention the NASPP Conference to receive reduced rates.]

Do not delay. Hold your place. Register today!

**Go to CompensationStandards.com now—or contact us
at info@CompensationStandards.com or 925-685-5111 with questions.**

“Tackling Your 2012 Compensation Disclosures: 6th Annual Proxy Disclosure Conference”

Tuesday, November 1, 2011

Full-Day Agenda and Schedule

(Times are Pacific—but all panels will be archived and available at your discretion)

9:00 – 9:40 am “Say-on-Pay Disclosures: The Proxy Advisors & Investors Speak”

Speakers: Carol Bowie, ISS; David Eaton, Glass Lewis; Vineeta Anand, AFL-CIO

9:40 – 10:20 am “Say-on-Pay: The Executive Summary”

Speakers: Mark Borges, Compensia; Howard Dicker, Weil Gotshal & Manges; Keith Higgins, Ropes & Gray; Ira Kay, Pay Governance; Scott Spector, Fenwick & West

10:35 – 11:30 am “Drafting CD&A in a Say-on-Pay World”

Speakers: Mark Borges, Compensia; Keith Higgins, Ropes & Gray; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Ron Mueller, Gibson Dunn & Crutcher; Laura Thatcher, Alston & Bird

11:30 – 12:15 pm “The In-House Perspective: Changing Your Processes for ‘Say-on-Pay’”

Speakers: Lydia Beebe, Chevron; Marian Block, Lockheed Martin; Mark Borges, Compensia; Ira Kay, Pay Governance; Eileen McCarthy, JetBlue Airways

1:15 – 2:00 pm “Getting the Vote In: The Proxy Solicitors Speak”

Speakers: Art Crozier, Innisfree M&A; David Drake, Georgeson; Reid Pearson, Alliance Advisors

2:00 – 2:45 pm “Handling the New Golden Parachute Requirement”

Speakers: Mark Borges, Compensia; Mike Kesner, Deloitte Consulting; Ron Mueller, Gibson Dunn & Crutcher; Scott Spector, Fenwick & West

3:00 – 3:40 pm “The Latest SEC Actions: Compensation Advisors, Clawbacks, Pay Disparity & Pay-for-Performance”

Speakers: Mark Borges, Compensia; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Martha Steinman, Dewey & LeBoeuf

3:40 – 4:00 pm “Dealing with the Complexities of Perks”

Speakers: Mark Borges, Compensia; Alan Dye, Hogan Lovells

4:00 – 4:30 pm “Conducting—and Disclosing—Pay Risk Assessments”

Speakers: Keith Higgins, Ropes & Gray; Mike Kesner, Deloitte Consulting; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Laura Thatcher, Alston & Bird

4:30 – 5:00 pm “Say-on-Frequency & Other Form 8-K Challenges”

Speakers: Ning Chiu, Davis Polk & Wardwell; Alan Dye, Hogan Lovells; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Martha Steinman, Dewey & LeBoeuf

5:00 – 5:45 pm “How to Handle the ‘Non-Compensation’ Proxy Disclosure Items”

Speakers: Carol Bowie, ISS; Ning Chiu, Davis Polk & Wardwell; Howard Dicker, Weil Gotshal & Manges; Beth Ising, Gibson Dunn & Crutcher; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster

“The Say-on-Pay Workshop Conference”

8th Annual Executive Compensation Conference

Wednesday, November 2, 2011

Full-Day Agenda and Schedule

(Times are Pacific—but all panels will be archived and available at your discretion)

7:45 – 8:00 am A Keynote Address by SEC Chair Mary Schapiro

8:00 – 9:30 am **“Say-on-Pay Shareholder Engagement: The Investors Speak”**

Speakers: Vineeta Anand, AFL-CIO
Donna Anderson, T. Rowe Price Associates
Anne Chapman, Capital Research and Management Company
Michelle Edkins, BlackRock
Anne Sheehan, CalSTRS

9:45 – 10:15 am **“Say-on-Pay: The Proxy Advisors Speak”**

Speakers: Carol Bowie, ISS
Bob McCormick, Glass Lewis

10:15 – 11:00 am **“How to Work with ISS & Glass Lewis: Navigating the Say-on-Pay Minefield”**

Speakers: Rhonda Brauer, Georgeson
Art Crozier, Innisfree M&A
Jim Kroll, Towers Watson
Chris Pereira, General Electric

11:30 – 12:45 pm “Putting Your Best Foot Forward: How to Ensure Your Pay Practices Pass”

Speakers: **Myrna Hellerman**, Sibson Consulting
Mike Kesner, Deloitte Consulting
James Kim, Frederic W. Cook & Co.
Donna Anderson, T. Rowe Price Associates

2:00 – 2:45 pm **“Say-on-Pay: The Director’s Perspective”**

Speakers: **George Anderson**, Tapestry Networks
Bonnie Hill, The Home Depot, Yum! Brands, AK Steel Holding and
California Water Service Group
Linda Fayne Levinson, DemandTec, Ingram Micro,
Jacobs Engineering Group, NCR and Western Union
Wesley von Schack, AEGIS Insurance Services, The Bank of New York Mellon,
Edwards Lifesciences and Teledyne Technologies

2:45 – 3:15 pm **“Failed Say-on-Pay? Lessons Learned from the Front”**

Speakers: **Jayme Collins**, Monsanto
James Kim, Frederic W. Cook & Co.
Eric Marquardt, Pay Governance

3:45 – 5:00 pm **“Say-on-Pay: Best Ideas for Putting It All Together”**

Speakers: **Ken Bertsch**, Society of Corporate Secretaries & Governance Professionals
Carol Bowie, ISS
Michelle Edkins, BlackRock
Robbi Fox, Exequity
Mike Kesner, Deloitte Consulting
Bob McCormick, Glass Lewis

Register Today!

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

I. Yes, I will attend in San Francisco for the 6th Annual Proxy Disclosure & 8th Annual Executive Compensation Conferences (two categories of attendees):

_____ \$795 per person if you are also registered to attend the 3-Day “19th Annual NASPP Conference”

_____ \$1595 per person

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

II. Yes, I will attend via the video webcast (three categories of attendees):

A. Single User

_____ \$1595 per person

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

_____ \$3895 for Unlimited use by all persons in a single office location

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

_____ \$4195 for Firmwide use by all persons in multiple locations

If you do not wish to register online, you can register by faxing/mailing this order form. The fax number and mailing address is 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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All registrations are non-refundable. CLE Credit available for select states.

You can order online faster for these Conferences on TheCorporateCounsel.net or CompensationStandards.com!