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**Fifth Annual National Institute
on Internal Corporate
Investigations and Forum
for In-House Counsel**

April 24-26, 2013
St. Regis Washington, D.C.
Washington, DC



Fifth Annual National Institute on Internal Corporate Investigations and Forum for In-House Counsel

To register, visit
www.ambar.org/2013internal

Program Description

This intensive National Institute remains unparalleled in its dissection of the pressing issues that define corporate internal investigations. A preeminent faculty comprised of in-house & outside counsel, and government lawyers along with forensic accountants and investigators will share their insights and experiences surrounding corporate investigations.

Attendees of this program will:

- Learn strategies to avoid new threats facing in-house counsel
- Gain practical knowledge about the responsible corporate officers doctrine
- Increase familiarity with current compliance and fraud investigation procedures

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April 24-26, 2013
St. Regis Washington, D.C.
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Morgan, Lewis & Bockius LLP
Philadelphia, PA

Ernest E. Badway
Fox Rothschild LLP
Roseland, NJ

Kirby D. Behre
Paul Hastings LLP
Washington, DC

Robert J. Bittman
Morgan, Lewis & Bockius LLP
Washington, DC

Anthony A.J. Bosco*
Senior Vice President,
Global Investigation
Moody's Corporation
New York, NY

Daniel Bookin
O'Melveny & Myers LLP
San Francisco, CA

Allyson Bouldon
Vice President and
Chief Compliance
Officer
Chiquita Brands International
Charlotte, NC

Lou Caolasuonno
Senior Managing
Director
FTI Consulting
New York, NY

Jay A.R. Cassidy
Managing Director
Marsh - FINPRO Claims Advocacy
Toronto, Canada

Jean Chow-Callam
Senior Managing
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FTI Consulting
Hong Kong

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Group Counsel,
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Paul Fishman
U.S. Attorney
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District of New Jersey
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Edward J. Westerman*
Senior Managing
Director
FTI Consulting
San Francisco, CA

Agenda

Wednesday, April 24, 2013

12:00 p.m. — Registration

2:00 p.m. — Hot Topics in Internal Corporate Investigations

Panelists: Elizabeth V. Jobes, Patricia Kim, Robert M. Stephenson, Edward J. Westerman

Moderator: Meredith S. Auten

The panel will discuss trends and practices that have emerged from recent case law and fact patterns, and will review how changes in the regulatory framework and environment have affected the management of internal investigations.

3:15 p.m. — Break

3:30 p.m. — International Panel: Best Practices on Conducting International Investigations

Panelists: Robert J. Bittman, Jean Chow-Callam, J. Kevin Edmunson, Michael C. Miller

Moderator: Kirby D. Behre

This panel will discuss issues about whether the attorney-client privilege applies to communications with in-house counsel located outside of the United States and the critical impact that different laws in foreign countries have on multi-national companies involved in investigations, prosecutions and litigation here and abroad, including data privacy differences. It will provide an overview of how different legal systems handle counsel for multi-national companies and offer suggestions to increase the likelihood that critical communications will be deemed privileged. It will also address other important differences when representing an entity or individuals and cross-border issues are involved including interacting with multiple regulatory bodies as well as language and cultural differences.

4:45 p.m. — Adjourn

Day Two - Thursday, April 25, 2013

8:15 a.m. — Registration

8:45 a.m. — Opening Remarks from Program Co-Chairs

9:00 a.m. — The Whistleblowers Among Us: Government Whistleblower Regimes

Panelists: Joel Kirsch, Ronald H. Levine, Michael A. Morse, RoAnn Nichols, George Prokop

Moderator: Kristin Koehler

This panel will highlight the latest developments in the different whistleblower regimes from the False Claims Act's continued dominance to the IRS Program to the Dodd-Frank bounty provisions and how to avoid and address these parallel proceedings. This interactive panel will focus on key considerations in this continuing world of whistleblower investigations and proceedings.

10:15 a.m. — Regulators Roundtable: Recent Developments in Government Enforcement

Panelists: Gregory E. Demske, Paul Fishman, Gerald Hodgkins, Kathleen G. Kane
Moderator: Nicholas C. Harbist

What do government officials and agency regulators expect from in-house counsel, directors and the business community? How will they view joint defense agreements? Is cooperation with their investigation going to be helpful to the company? What is the

Agenda (Cont'd.)

government's view of using in-house corporate resources to conduct investigations rather than outside counsel and consultants? This panel will explore current trends and areas of particular focus among the key investigative/regulatory agencies. Also to be discussed will be key legislation and pending regulations that are likely to significantly impact how companies must conduct their future operations.

12:00 p.m. — Lunch & Keynote Speaker - (To be announced.)

1:30 p.m. — The Responsible Corporate Officer Doctrine: Continuing Threats Facing In-House Counsel

Panelists: Daniel Bookin, David Gourevitch, Jan Nielsen Little

Moderator: Michael E. Clark

Having started as a rarely-used prosecutorial contrivance to impose strict liability for misdemeanors, the responsible corporate officer doctrine has significantly expanded after being championed by regulators and prosecutors as a means of establishing the liability of corporate officers—including general counsel—for administrative and civil penalties, and in the area of environmental crimes, for felonies. Aptly called the “crime of doing nothing,” the doctrine focuses on an individual’s position in an organization, retrospectively imposing a non-delegable duty to prevent violations.

The FDA and the OIG for the U.S. Department of Health & Human Services recently published “guidance” about factors they will consider, respectively, in determining whether to seek misdemeanor convictions for violations of the federal food and drug laws and/or exclusion from participation in federal health benefit programs. Soon afterwards, the OIG excluded corporate executives of pharmaceutical companies—including a general counsel—based on misdemeanor FDCA violations.

This interactive panel will examine the dangers and flashpoints of the doctrine for corporate counsel and the key company decision-makers they work with, and strategies to avoid or minimize being the next target of one of these actions.

2:30 p.m. — Break

2:45 p.m. — Breakout Sessions

• Breakout A: How to Handle the Press and Social Media

Panelists: Lou Caolasuonno, Efrem M. Grail, Patricia Kim, Claudia G. Regen

Moderator: George A. Stamboulidis

The press and social media figure prominently in today’s investigations. Hear from this panel of experts on best practices to handle the press in ongoing investigations and how to institute effective policies and procedures on the use of social media to manage investigations.

• Breakout B: Current Issues in D & O Coverage

Panelists: Jay A.R. Cassidy, John Goselin, Rebecca M. Lambeth

Moderator: William Schreiner, Jr.

This panel will discuss ways to preserve and strategies for recovering internal investigation costs from directors & officers’ insurance policies, with a focus on the practical steps involved to start coverage and manage the relationship with the insurer and using examples from recent cases. The panel will address the analysis of key clauses in D&O insurance, how to negotiate policies, exclusions to watch out for, and litigating coverage claims.

Agenda (Cont'd.)

4:00 p.m. — Cross-Industry Perspectived: Lessons Learned from In-house Counsel

Panelists: Lee J. Dobkin, Jeannine D’Amico Lemker, Kevin O’Neal, Matthew Stennes

Moderator: Edward J. Westerman

Many global companies have experienced a variety of financial, FCPA, and other regulatory and fraud investigations as a result of whistleblowers, press coverage, government inquiries, or allegations from other stakeholders. This activity often results in significant adverse financial and non-financial costs to companies including investigative and litigation expenditures, potential declines in equity value, as well as the diversion of employee time and top management attention from running the business with potentially huge consequences when things go wrong.

In house counsel are also under significant pressure to effectively implement global risk monitoring programs, optimize internal controls and compliance programs, and supervise investigations in order to balance alacrity, organizational disruption, and cost with objective and thorough results.

During this panel, in-house counsel from some of the world’s top global companies across several industries will share their insights on:

- current high risk areas and investigative trends in their respective industries
- best practices regarding compliance programs, internal controls, and other steps to mitigate the likelihood of problems and investigations
- recognizing early warning signs, avoiding investigative pitfalls, optimizing the role of in-house counsel in conducting investigations, balancing external and company resources, managing communications, and other investigative best practices
- using technology to assist with monitoring risk, improving compliance programs, and increasing the efficiency of investigations.

5:15 p.m. — Adjourn / Reception

Day Three – Friday, April 26, 2013

8:15 a.m. — Registration

8:30 a.m. — Opening Remarks from Program Co-Chairs

8:45 a.m. — How to Effectively Address Data Breaches/Intellectual Property

Panelists: Ernest F. Badway, Richard DeNatale, Seth Krauss

Moderator: Patricia Hamill

Investigating and responding to data breaches require specialized skills and active coordination with a company’s IT personnel and external IT experts. Among the various federal laws to be considered when protected private information has been improperly accessed are the HIPAA/HITECH and/or the Gramm-Leach-Bliley Act. In addition, protection of intellectual property has become a hot issue with the tremendous amount of movement in the workforce. This panel will address ways to protect your IP, to investigate any breaches, and to handle possible reporting mechanisms under the Economic Espionage Act.

10:00 a.m. — Break

Agenda (Cont'd.)

10:15 a.m. — Working with Outside Counsel

Panelists: Allyson Bouldon, Margaret Duplaintier, David M. Levine, John Tuttle

Moderator: Anthony A.J. Bosco

This panel will delve into: working with outside counsel on drafting and implementation of investigation policies and protocols; responding to whistleblower complaints; conducting internal investigations; responding to government and regulatory agency investigations and subpoenas; and managing representation issues including those relating to the issuance of Upjohn warnings.

12:00 p.m. — Conclusion

Agenda subject to change without notice.



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Government Lawyers/Employees	\$475	\$515	\$550

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To qualify for a group discount, **three or more people** must register together. Please call us to register your group or send all registrations in the same envelope. Not applicable to government rates.

Step 2: Breakout Sessions

Please select one program.

Day Two — Thursday, April 25, 2013 — 2:45 p.m.

- ☐ A. How to Handle the Press and Social Media
☐ B. Current Issues in D & O Coverage

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- ☐ Enroll me in the Criminal Justice Section - \$45. Enter your \$45 fee on line 5C1.
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Hotel Deadline: Friday, March 29, 2013. Please reserve early to be sure you get the group rate!

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