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30TH ANNUAL INSTITUTE

WEDNESDAY, DECEMBER 7, 2011

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ICC11

30th ANNIVERSARY INSTITUTE *for* CORPORATE COUNSEL

INSTITUTE FOR CORPORATE COUNSEL
Where Law, Business and Politics Intersect

LUNCHEON KEYNOTE SPEAKER

Russell Goldsmith

Chairman and Chief Executive Officer
City National Bank

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30TH ANNIVERSARY **INSTITUTE FOR CORPORATE COUNSEL** New Developments in Law, Business and Politics

Top Speakers

The 30th Anniversary Institute will feature **City National Bank's Chairman and Chief Executive Officer**, the **California Labor Commissioner**, the **U.S. Chamber of Commerce Senior Vice President**, four **general counsel** including the **NLRB's Acting General Counsel**, and other **prominent practitioners and business people**.

Exceptional Networking with Experienced Professionals

Meet, reconnect and learn from your peers at breakfast, morning and afternoon breaks, the keynote luncheon and a late afternoon networking cocktail party.

Take-Aways and Practical Advice

Understanding the economic and business environment in which clients operate is critical to properly represent them. The Institute will focus on new developments in law, business and politics, providing insights into best practices and changes in law that impact business operations. The Institute includes general sessions and concurrent sessions that will allow you to tailor the learning experience to meet your practice needs.

Who Should Attend?

The Institute is crafted to meet the needs of in-house counsel and those professionals who work with them, including: outside attorneys • accountants • compliance officers • consultants • corporate officers and directors • financial planners • HR professionals • investors • legal administrators • legal assistants • legal technology specialists • librarians • litigation support professionals.

Who Are We?


The Institute for Corporate Counsel is a collaboration by the USC Gould School of Law and the Los Angeles County Bar Association Corporate Law Departments Section. For 30 years, the Institute has been the premier annual event at which in-house and outside counsel gather to compare notes, keep abreast of key legal developments and network with colleagues.

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luncheon keynote speaker

RUSSELL GOLDSMITH

Chairman and Chief Executive Officer
City National Bank



As chairman and chief executive officer of City National Bank, Russell Goldsmith leads a financial institution of \$22.5 billion in total assets. Additionally, he serves as president and chief executive officer of its publicly held parent company, City National Corporation, which is listed on the New York Stock Exchange (CYN) and headquartered in Los Angeles. He has been a director of both the bank and its parent company since 1978.

Since Mr. Goldsmith became CEO in 1995, City National's assets have increased approximately 600 percent. Today, it has 79 banking offices in Southern California, the San Francisco Bay Area, Nevada and New York City. Additionally, the company and its five consolidated investment affiliates manage or administer \$58.5 billion in client investment assets, including more than \$36 billion under direct management.

Mr. Goldsmith currently is serving his fourth year on the Federal Reserve Board's 12-member Federal Advisory Council, representing the Twelfth Federal Reserve District. He chairs the Mid-Size Bank Coalition of America, which is composed of 24 mid-sized banks in 41 states and the District of Columbia.

Mr. Goldsmith also chairs the Los Angeles Coalition for the Economy and Jobs, an independent organization of leading economic stakeholders representing the business, labor, higher education and nonprofit sectors. He previously served as chairman of the Los Angeles Economy and Jobs Committee, which was formed by Los Angeles Mayor Antonio Villaraigosa.

From 1986 until 1994, Mr. Goldsmith was chairman of the board and chief executive officer of publicly held Republic Pictures Corporation, a leading global independent entertainment production and distribution company. He also was vice chairman of the San Diego Padres Baseball Club from 1990 to 1994. He served as chief operating officer and a director of Lorimar, Inc., a public entertainment company, from 1983 through 1985.

Mr. Goldsmith began his professional career as an attorney, practicing at Irell & Manella, and later co-founded his own law firm, Sanders, Barnet & Goldsmith. He is a graduate of Harvard College and Harvard Law School.

Program

WEDNESDAY, DECEMBER 7, 2011

10:00 – 10:15 AM

Opening Remarks

Steven B. Stokdyk

INSTITUTE CHAIR
Latham & Watkins LLP

Leeanna Izuel

INSTITUTE EXECUTIVE DIRECTOR
Assistant Dean
Continuing Legal Education
USC Gould School of Law

10:15 – 11:15 AM

Hot Issues at the U.S. Supreme Court

Hear two top constitutional law scholars talk about how the Supreme Court's recent and upcoming decisions will affect your (or your client's) business.

MODERATOR

Thomas S. Loo

Greenberg Traurig, LLP

PANELISTS

Erwin Chemerinsky

Founding Dean
Distinguished Professor of Law
UC Irvine, School of Law

Eugene Volokh

Gary T. Schwartz Professor of Law
UCLA School of Law
Academic Affiliate, Mayer Brown LLP

11:15 – 11:30 AM

Networking Break

11:30 AM – 12:30 PM

CONCURRENT SESSION 1A

Significant Legislative and Regulatory Developments

The economy will be affected significantly by the legislative and regulatory changes that occurred during 2011 and will continue into next year. Join senior-level panelists as they discuss recent changes in intellectual property law (including the America Invents Act), the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the Department of Justice's new horizontal merger regulation – and what these changes might mean for your business and clients.

MODERATOR

Randall R. Lee

Wilmer Cutler Pickering Hale
and Dorr LLP

PANELISTS

Brian P. Brooks

Vice Chairman
OneWest Bank

James J. Mullen III

Morrison & Foerster LLP
San Diego, CA

Ian Simmons

O'Melveny & Myers LLP
Washington, D.C.

11:30 AM – 12:30 PM

CONCURRENT SESSION 1B

Financial Reporting Issues of Importance to General Counsel

In the wake of the financial crisis, a wave of legislative, regulatory, judicial and economic developments have added to the financial reporting complexities companies must address. This panel will help corporate counsel understand how these changes may affect their companies and assist them in playing their crucial roles.

12:30 – 2:00 PM

**Luncheon and Keynote Presentation
The Way Up for the L.A. Economy**

Join Russell Goldsmith, the Chairman and Chief Executive Officer of City National Bank, for an exploration of the state of the Los Angeles economy and business opportunities and challenges.

2:00 – 3:00 PM

CONCURRENT SESSION 2A

Hot Topics in Class Actions

Class actions and collective actions involving unfair business practices continue to drain corporations. This panel will discuss the implications of recent federal and state decisions (including *Wal-Mart Stores* and *Concepcion*) on class action avoidance, strategies for pleading, discovery, class certification and trial, recovery of attorneys' fees and settlements.

2:00 – 3:00 PM

CONCURRENT SESSION 2B

**Cross-Border Transactions:
Issues and Opportunities**

With globalization driving developments across industries, cross-border transactions have taken on increasing importance to businesses of every kind. This panel will discuss recent trends in both in-bound and out-bound cross-border transactions, and provide insight into how particular issues play out in such transactions. Among other topics, the panel will discuss how to handle different cultural and legal environments in structuring, documenting and negotiating transactions; key due diligence issues; anticipating and handling integration issues given the United States regulatory and compliance environment; and dispute resolution provisions.

MODERATOR

Michael C. Kelley
Sidley Austin LLP

PANELISTS

Jennifer Y. Ishiguro
Managing Counsel
Toyota Motor Credit Corporation

Scott London
Pacific Southwest
Partner in Charge - Audit
KPMG LLP

Russell Goldsmith
Chairman
Chief Executive Officer
City National Bank

MODERATOR

Hon. Lourdes G. Baird (ret.)
JAMS

PANELISTS

Timothy D. Cohelan
Cohelan Khoury & Singer
San Diego, CA

Jim Rowader
Vice President and General Counsel,
Employee and Labor Relations
Target Corporation
Minneapolis, MN

William F. Sullivan
Paul Hastings LLP

MODERATOR

Ruth E. Fisher
Gibson, Dunn & Crutcher LLP

PANELISTS

Vikram Bhardwaj
Managing Director
Citigroup Global Markets Inc.

Antonio D'Amico
Senior Assistant General Counsel
Occidental Petroleum Corporation

Alison S. Ressler
Sullivan & Cromwell LLP

3:00 – 3:15 PM
Networking Dessert Break

3:15 – 4:30 PM

**The Next Frontier: The Labor and Employment
Agenda from the Inside and Outside**

Join prominent business and government leaders who will share their goals and priorities in the labor and employment law area for the coming year. Topics will include the California Labor Commissioner's position on the myriad wage and hour issues confronting California employers, the National Labor Relations Board's view of the enforceability of class action waivers under the National Labor Relations Act, the U.S. Chamber of Commerce's labor and employment business agenda for the upcoming year and much more.

4:30 – 5:30 PM

**The General Counsel's Perspective:
Insight for 2011 and Beyond**

Three general counsel from companies in the U.S. will address some of the biggest challenges facing company counsel in litigation today – e-discovery, and creative approaches to control costs, manage risks, avoid crises and re-focus dispute resolution on the merits. The panel will also discuss other current topics facing general counsel and how they work with outside counsel to address them.

5:30 – 7:00 PM
Networking Cocktail Party

Join Institute speakers and participants for a cocktail party hosted by Merrill Corporation!

MODERATOR

Jonathan M. Brandler
Hill, Farrer & Burrill LLP

PANELISTS

Randel K. Johnson
Senior Vice President,
Labor, Immigration
& Employee Benefits
U.S. Chamber of Commerce
Washington, D.C.

Lafe E. Solomon
Acting General Counsel
National Labor Relations Board
Washington, D.C.

Julie A. Su
California Labor Commissioner

MODERATOR

Luke L. Dauchot
Kirkland & Ellis LLP

PANELISTS

R. Stanton Dodge
Executive Vice President
General Counsel
Secretary
DISH Network L.L.C.
Englewood, CO

Daniel Garrie
General Counsel
Senior Managing Partner
Focused Solution Recourse
Delivery Group LLC

Deborah S. Siegel
Senior Vice President
General Counsel
Guess?, Inc.

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Fred Goldstein

Vice President
General Counsel
Los Angeles County Museum of Art

Angel Gomez, III

Epstein Becker & Green, P.C.

Thomas S. Loo

Greenberg Traurig, LLP

Brian J. McCarthy

Skadden, Arps, Slate,
Meagher & Flom LLP

Lawrence A. Michlovich

Vice President
Assistant General Counsel
International Rectifier Corporation

E.A. Stacey Olliff

NBCUniversal,
Entertainment & Digital Networks

L. Michael Russell

Executive Vice President
Chief Legal Officer
AquaNano, LLC

Institute for Corporate Counsel Emeriti Governors and Advisory Board

The Institute's Board of Governors gratefully acknowledges and honors the pioneering achievements and enduring leadership of the Emeriti Governors, as well as the expertise and insight of the Institute's Advisory Board. For a complete list of Emeriti Governors and Advisory Board members, please visit <http://law.usc.edu/cle/icc>.

30th Anniversary Institute for Corporate Counsel Sponsors

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Special thanks to Merrill Corporation for sponsoring the printing of the Institute marketing materials (including this brochure) and syllabus.

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LAWYERS: USC Gould School of Law, a State Bar of California-approved provider, certifies that this activity qualifies for minimum continuing legal education credit in the amount of 5.75 hours. This event may meet the requirements for continuing legal education credits in other states. Please check with the State Bar Association or Supreme Court in the state in which you are seeking continuing legal education credits to see if this program is eligible.

ACCOUNTANTS: This program meets the guidelines set by the California State Board of Accountancy in the amount of 6 hours.

location and parking information

THE INSTITUTE WILL BE HELD AT:

Jonathan Town Club
545 South Figueroa Street
Los Angeles, CA 90071

Valet parking will be available at the Club for \$10 per vehicle.

Please contact the USC Law Continuing Legal Education office at **(213) 743-1772** or via email at cle@law.usc.edu if you would like more information about the location or suggested hotel accommodations in the immediate area.

contact information

USC Gould School of Law
Continuing Legal Education
1149 South Hill Street, Suite 340
Los Angeles, California 90015
Telephone: (213) 743-1772
Facsimile: (213) 743-1830
Email: cle@law.usc.edu

Our office hours are 9:00 AM to 5:00 PM Pacific time
Visit our website at <http://law.usc.edu/cle>

upcoming USC Law programs

TAX

Monday – Wednesday, January 23-25, 2012
Millennium Biltmore Hotel – Los Angeles, California

REAL ESTATE LAW AND BUSINESS

Thursday, March 8, 2012
Jonathan Town Club – Los Angeles, California

INTELLECTUAL PROPERTY

Thursday, March 15, 2012
The Beverly Hills Hotel – Beverly Hills, California

Sign up now!

REGISTER ONLINE <http://law.usc.edu/cle/icc>



frequently asked questions

REGISTRATION AND SPONSORSHIP

Both individual tickets and multiple tickets to the Institute (purchased as part of an Institute sponsorship) are available as indicated on the inside back cover of this brochure. Your registration or sponsorship fee includes the Institute program, breakfast, luncheon, refreshment breaks, networking cocktail party, and a copy of the Institute's Syllabus (a volume of up-to-date analyses and practical materials prepared by our speakers).

Register early as space is limited!

BADGE PICK UP

All badges for the Institute will be held at the Will Call area which opens at 8:45 AM on the day of the Institute. Registration and Will Call are located inside the Reagan Room on the Third Floor of the Jonathan Town Club. No badges will be mailed.

INSTITUTE SYLLABUS

An up-to-date reference volume prepared by our speakers will be distributed at the Institute. Additional copies of the Syllabus may be purchased after the Institute for \$150 each (print format) or \$60 each (CD-ROM format), subject to availability. To purchase a Syllabus, order online at www.law.usc.edu/cle/icc.

REFUNDS

All requests for refunds will be processed following the Institute. Any request must be in writing and postmarked, emailed, or faxed no later than **November 23, 2011**.

Refund requests may be submitted:

By mail to:

USC Gould School of Law
CLE – ICC Refunds
1149 South Hill Street, Suite 340
Los Angeles, CA 90015

By email to: cle@law.usc.edu

By fax to: (213) 743-1830

All refund requests must be accompanied by the registrant's Social Security Number (or Federal Tax Identification Number for a firm or corporation). A processing fee of \$100 (\$25 for students and government employees) will be deducted from all refunds. No refunds will be processed prior to the Institute.

DRESS CODE

The dress code for the Institute is business attire. **Jackets and ties are required for gentlemen in several areas of the Club in which the Institute sessions will be held.**

DIETARY/ACCESS REQUIREMENTS

Please contact the USC Gould School of Law Continuing Legal Education Office at **(213) 743-1772** or cle@law.usc.edu for assistance with any dietary or access needs.

registration form

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Jonathan Town Club

545 South Figueroa Street, Los Angeles, CA 90071

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- Mail this completed form with check or credit card information to:
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CLE – ICC Registration
1149 South Hill Street, Suite 340
Los Angeles, California 90015
- Fax this completed form with credit card information to **(213) 743-1830**

SPONSORSHIP REGISTRATION OPTIONS: (*sponsorship entitles the purchaser to six tickets to the Institute and Cocktail Party; please visit <http://law.usc.edu/cle/icc> for other sponsorship benefit information*)

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- \$ 250 Individual Ticket
 - \$ 75 Government Employee Individual Ticket
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- Law School: _____

Syllabus Format Preference: CD-ROM Print

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A confirmation email will be sent to you when your registration is processed.

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DECEMBER 7, 2011

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Keynote Luncheon Speaker **RUSSELL GOLDSMITH**
Chairman and Chief Executive Officer, City National Bank

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