Let PLI launch you to professional success

Can’t travel? You don’t have to... see inside for more than 80 Live Webcasts!
<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Accounting</strong></td>
<td></td>
</tr>
<tr>
<td>Financial and Reporting Issues for Nonprofit Organizations 2010</td>
<td>40</td>
</tr>
<tr>
<td>Pocket MBA 2010</td>
<td>31</td>
</tr>
<tr>
<td><strong>Antitrust</strong></td>
<td></td>
</tr>
<tr>
<td>Antitrust &amp; the Deal 2010</td>
<td>36</td>
</tr>
<tr>
<td>Antitrust Counseling &amp; Compliance 2010</td>
<td>36</td>
</tr>
<tr>
<td>Antitrust Institute 2010</td>
<td>36</td>
</tr>
<tr>
<td><strong>Banking &amp; Finance</strong></td>
<td></td>
</tr>
<tr>
<td>15th Annual Consumer Financial Services Institute</td>
<td>29</td>
</tr>
<tr>
<td>A Guide to Financial Institutions' 2010</td>
<td>30</td>
</tr>
<tr>
<td>Asset Based Financing in Today's Economy</td>
<td>29</td>
</tr>
<tr>
<td>Banking Law Institute 2010</td>
<td>30</td>
</tr>
<tr>
<td>Leveraged Financing 2010</td>
<td>6</td>
</tr>
<tr>
<td>Pocket MBA 2010</td>
<td>31</td>
</tr>
<tr>
<td>Secured Transactions 2010</td>
<td>29</td>
</tr>
<tr>
<td>Taxation of Financial Products and Transactions 2010</td>
<td>19</td>
</tr>
<tr>
<td><strong>Bankruptcy</strong></td>
<td></td>
</tr>
<tr>
<td>Bankruptcy &amp; Reorganizations</td>
<td>32</td>
</tr>
<tr>
<td>Consumer and Small Business Bankruptcy 2010</td>
<td>31</td>
</tr>
<tr>
<td>Recent Developments in Distressed Debt, Restructurings and Workouts</td>
<td>31</td>
</tr>
<tr>
<td><strong>Communications</strong></td>
<td></td>
</tr>
<tr>
<td>Broadband and Cable Industry Law 2010</td>
<td>32</td>
</tr>
<tr>
<td>Hot Topics in Advertising Law 2010</td>
<td>32</td>
</tr>
<tr>
<td><strong>Compliance &amp; Enforcement</strong></td>
<td></td>
</tr>
<tr>
<td>Antitrust Counseling &amp; Compliance 2010</td>
<td>36</td>
</tr>
<tr>
<td>Corporate Compliance and Ethics Institute 2010</td>
<td>15</td>
</tr>
<tr>
<td>Corporate Governance 2010</td>
<td>13</td>
</tr>
<tr>
<td>The Foreign Corrupt Practices Act 2010</td>
<td>10</td>
</tr>
<tr>
<td>Fundamentals of Broker-Dealer Regulation 2010</td>
<td>12</td>
</tr>
<tr>
<td>Government Contracts Workshop 2010</td>
<td>14</td>
</tr>
<tr>
<td>Hedge Fund Registration and Compliance 2010</td>
<td>14</td>
</tr>
<tr>
<td>Internal Investigations 2010</td>
<td>11</td>
</tr>
<tr>
<td>Multi-Agency Enforcement Program</td>
<td>12</td>
</tr>
<tr>
<td>The SEC Speaks in 2010</td>
<td>4</td>
</tr>
<tr>
<td><strong>Corporate Basics</strong></td>
<td></td>
</tr>
<tr>
<td>Delaware Law Developments 2010</td>
<td>5</td>
</tr>
<tr>
<td>Doing Deals 2010</td>
<td>7</td>
</tr>
<tr>
<td>Fundamentals of Broker-Dealer Regulation 2010</td>
<td>12</td>
</tr>
<tr>
<td>Fundamentals of Mutual Funds 2010</td>
<td>12</td>
</tr>
<tr>
<td>Mergers &amp; Acquisitions 2010</td>
<td>2</td>
</tr>
<tr>
<td>Nuts and Bolts of Financial Products 2010</td>
<td>5</td>
</tr>
<tr>
<td>Pocket MBA 2010</td>
<td>31</td>
</tr>
<tr>
<td>Securities Offerings 2010</td>
<td>9</td>
</tr>
<tr>
<td>Venture Capital 2010</td>
<td>7</td>
</tr>
<tr>
<td><strong>Corporate Finance</strong></td>
<td></td>
</tr>
<tr>
<td>Asset Based Financing in Today’s Economy</td>
<td>29</td>
</tr>
<tr>
<td>Fundamentals of Mutual Funds 2010</td>
<td>12</td>
</tr>
<tr>
<td>How to Prepare an Initial Public Offering 2010</td>
<td>6</td>
</tr>
<tr>
<td>Institutional Investor Forum 2010</td>
<td>3</td>
</tr>
<tr>
<td>Leveraged Financing 2010</td>
<td>6</td>
</tr>
<tr>
<td>Pocket MBA 2010</td>
<td>31</td>
</tr>
<tr>
<td>Private Placements and Other Financing Alternatives 2010</td>
<td>8</td>
</tr>
<tr>
<td>Venture Capital 2010</td>
<td>7</td>
</tr>
<tr>
<td><strong>Corporate General</strong></td>
<td></td>
</tr>
<tr>
<td>Acquiring or Selling the Privately Held Company 2010</td>
<td>10</td>
</tr>
<tr>
<td>Contests for Corporate Control 2010</td>
<td>2</td>
</tr>
<tr>
<td>Delaware Law Developments 2010</td>
<td>5</td>
</tr>
<tr>
<td>Drafting Corporate Agreements 2010</td>
<td>2</td>
</tr>
<tr>
<td>Global Capital Markets &amp; the U.S. Securities Laws 2010</td>
<td>9</td>
</tr>
<tr>
<td>Going Private</td>
<td>5</td>
</tr>
<tr>
<td>Hedge Fund Registration and Compliance 2010</td>
<td>14</td>
</tr>
<tr>
<td>Institutional Investor Forum 2010</td>
<td>3</td>
</tr>
<tr>
<td>Investment Management Institute 2010</td>
<td>8</td>
</tr>
<tr>
<td><strong>Employee Benefits</strong></td>
<td></td>
</tr>
<tr>
<td>ERISA 2010</td>
<td>16</td>
</tr>
<tr>
<td>Pension Plan Investments 2010</td>
<td>16</td>
</tr>
<tr>
<td><strong>Employment and Labor Law</strong></td>
<td></td>
</tr>
<tr>
<td>California Hiring and Firing Update</td>
<td>16</td>
</tr>
<tr>
<td>Employment Discrimination Law and Litigation 2010</td>
<td>17</td>
</tr>
<tr>
<td>Labor Law Developments 2010</td>
<td>17</td>
</tr>
<tr>
<td>Managing Wage &amp; Hour Risks 2010</td>
<td>16</td>
</tr>
<tr>
<td><strong>Environmental Law</strong></td>
<td></td>
</tr>
<tr>
<td>Environmental Regulation and Commercial Implications 2010</td>
<td>35</td>
</tr>
<tr>
<td><strong>Estates &amp; Trusts</strong></td>
<td></td>
</tr>
<tr>
<td>International Estate &amp; Tax Planning 2010</td>
<td>37</td>
</tr>
<tr>
<td><strong>Ethics</strong></td>
<td></td>
</tr>
<tr>
<td>Ethics for the Negotiating Lawyer 2010</td>
<td>40</td>
</tr>
<tr>
<td>Ethics for Transactional Lawyers 2010</td>
<td>40</td>
</tr>
<tr>
<td><strong>Health</strong></td>
<td></td>
</tr>
<tr>
<td>Health Care 2010</td>
<td>18</td>
</tr>
<tr>
<td><strong>Immigration</strong></td>
<td></td>
</tr>
<tr>
<td>43rd Annual Immigration &amp; Naturalization Institute 2010</td>
<td>37</td>
</tr>
<tr>
<td>Basic Immigration Law</td>
<td>40</td>
</tr>
<tr>
<td><strong>Intellectual Property Business</strong></td>
<td></td>
</tr>
<tr>
<td>Advanced Licensing Agreements 2010</td>
<td>23</td>
</tr>
<tr>
<td>Counseling Clients in the Entertainment Industry 2010</td>
<td>23</td>
</tr>
<tr>
<td>Intellectual Property Issues in Business Transactions 2010</td>
<td>22</td>
</tr>
<tr>
<td>IP Monetization 2010</td>
<td>25</td>
</tr>
<tr>
<td><strong>Intellectual Property Copyright/Trademark</strong></td>
<td></td>
</tr>
<tr>
<td>Advanced Seminar on Copyright Law 2010</td>
<td>24</td>
</tr>
<tr>
<td>Advanced Seminar on Trademark Law 2010</td>
<td>24</td>
</tr>
<tr>
<td>Counseling Clients in the Entertainment Industry 2010</td>
<td>23</td>
</tr>
<tr>
<td>Trademark Aspects of Pharmaceutical and Biotech 2010</td>
<td>25</td>
</tr>
<tr>
<td>Understanding Copyright Law 2010</td>
<td>26</td>
</tr>
<tr>
<td>Understanding Trademark Law 2010</td>
<td>26</td>
</tr>
<tr>
<td><strong>Intellectual Property Patent</strong></td>
<td></td>
</tr>
<tr>
<td>4th Annual Patent Law Institute</td>
<td>27</td>
</tr>
<tr>
<td>Fundamentals of Patent Prosecution 2010</td>
<td>28</td>
</tr>
<tr>
<td>Markman Hearings and Claim Construction in Patent Litigation 2010</td>
<td>28</td>
</tr>
<tr>
<td>Patent Litigation for the Non-Specialist 2010</td>
<td>28</td>
</tr>
<tr>
<td>PLI’s Patent Bar Review</td>
<td>26</td>
</tr>
<tr>
<td>Reissue and Reexamination Strategies and Tactics with Concurrent Litigation</td>
<td>27</td>
</tr>
<tr>
<td><strong>Intellectual Property Tech</strong></td>
<td></td>
</tr>
<tr>
<td>Cloud Computing 2010</td>
<td>24</td>
</tr>
<tr>
<td>Eleventh Annual Institute on Privacy and Data Security Law</td>
<td>25</td>
</tr>
<tr>
<td>Green Technology Law and Business 2010</td>
<td>22</td>
</tr>
<tr>
<td>Information Technology Law Institute 2010</td>
<td>24</td>
</tr>
<tr>
<td><strong>Insurance</strong></td>
<td></td>
</tr>
<tr>
<td>Corporate and Professional Liability Insurance Law 2010</td>
<td>18</td>
</tr>
<tr>
<td>Current Developments in Insurance Law 2010</td>
<td>18</td>
</tr>
<tr>
<td><strong>International</strong></td>
<td></td>
</tr>
<tr>
<td>Global Capital Markets &amp; the U.S. Securities Laws 2010</td>
<td>9</td>
</tr>
<tr>
<td>International Arbitration 2010</td>
<td>38</td>
</tr>
<tr>
<td>International Estate &amp; Tax Planning 2010</td>
<td>37</td>
</tr>
<tr>
<td><strong>Law Firm Practice Management</strong></td>
<td></td>
</tr>
<tr>
<td>Diversity in Law Practice 2010</td>
<td>40</td>
</tr>
<tr>
<td>PLI’s Law Firm Leadership and Management Institute 2010</td>
<td>15</td>
</tr>
<tr>
<td><strong>Litigation</strong></td>
<td></td>
</tr>
<tr>
<td>15th Annual Consumer Financial Services Institute 2010</td>
<td>29</td>
</tr>
<tr>
<td>Advanced Depositon Techniques 2010</td>
<td>39</td>
</tr>
<tr>
<td>Current Developments in Federal Civil Practice 2010</td>
<td>38</td>
</tr>
<tr>
<td>Employment Discrimination Law and Litigation 2010</td>
<td>17</td>
</tr>
<tr>
<td>International Litigation 2010</td>
<td>38</td>
</tr>
<tr>
<td>New York CPLR</td>
<td>40</td>
</tr>
<tr>
<td>Patent Litigation for the Non-Specialist 2010</td>
<td>28</td>
</tr>
<tr>
<td>Presentation Skills for Attorneys 2010</td>
<td>40</td>
</tr>
<tr>
<td>Taking and Defending Deposits 2010</td>
<td>39</td>
</tr>
<tr>
<td>Trial Evidence 2010</td>
<td>39</td>
</tr>
<tr>
<td><strong>MCLE Requirements</strong></td>
<td></td>
</tr>
<tr>
<td>Bridge-the-Gap I</td>
<td>40</td>
</tr>
<tr>
<td>Bridge-the-Gap II</td>
<td>40</td>
</tr>
<tr>
<td><strong>Pro Bono</strong></td>
<td></td>
</tr>
<tr>
<td>10th Annual School Law Institute</td>
<td>40</td>
</tr>
<tr>
<td>22nd Annual Elder Law Institute</td>
<td>40</td>
</tr>
<tr>
<td>43rd Annual Immigration &amp; Naturalization Institute</td>
<td>37</td>
</tr>
<tr>
<td>Advising Nonprofit Organizations 2010</td>
<td>40</td>
</tr>
<tr>
<td>Basic Immigration Law</td>
<td>40</td>
</tr>
<tr>
<td>Diversity in Law Practice 2010</td>
<td>40</td>
</tr>
<tr>
<td>Financial and Reporting Issues for Nonprofit Organizations 2010</td>
<td>40</td>
</tr>
<tr>
<td>How to Succeed as a Summer Associate 2010</td>
<td>40</td>
</tr>
<tr>
<td>Winning Strategies for Managing Your Career During Difficult Times 2010</td>
<td>40</td>
</tr>
<tr>
<td><strong>Real Estate</strong></td>
<td></td>
</tr>
<tr>
<td>Commercial Real Estate Financing 2010</td>
<td>34</td>
</tr>
<tr>
<td>Commercial Real Estate Workouts and Restructurings 2010</td>
<td>34</td>
</tr>
<tr>
<td>Green Real Estate Summit 2010</td>
<td>35</td>
</tr>
<tr>
<td>Negotiating the Sophisticated Real Estate Deal 2010</td>
<td>35</td>
</tr>
<tr>
<td>REIT and Real Estate M&amp;A Restructurings and Recapitalizations 2010</td>
<td>33</td>
</tr>
<tr>
<td><strong>Securities</strong></td>
<td></td>
</tr>
<tr>
<td>Investment Management Institute 2010</td>
<td>8</td>
</tr>
<tr>
<td>Ninth Annual Institute on Securities Regulation in Europe</td>
<td>3</td>
</tr>
<tr>
<td>The SEC Speaks in 2010</td>
<td>4</td>
</tr>
<tr>
<td>Securities Products of Insurance Companies in the Face of Regulatory Reform 2010</td>
<td>4</td>
</tr>
<tr>
<td><strong>Skills</strong></td>
<td></td>
</tr>
<tr>
<td>Bridge-the-Gap I</td>
<td>40</td>
</tr>
<tr>
<td>Bridge-the-Gap II</td>
<td>40</td>
</tr>
<tr>
<td>Drafting Corporate Agreements 2010</td>
<td>2</td>
</tr>
<tr>
<td>New York CPLR 2010</td>
<td>40</td>
</tr>
<tr>
<td>Presentation Skills for Attorneys 2010</td>
<td>40</td>
</tr>
<tr>
<td><strong>Tax</strong></td>
<td></td>
</tr>
<tr>
<td>International Estate &amp; Tax Planning 2010</td>
<td>37</td>
</tr>
<tr>
<td>Taxation of Financial Products and Transactions 2010</td>
<td>19</td>
</tr>
<tr>
<td>Tax Planning for Domestic &amp; Foreign Partnerships, LLCs, Joint Ventures &amp; Other Strategic Alliances 2010</td>
<td>19</td>
</tr>
<tr>
<td>Twelfth Annual Real Estate Tax Forum</td>
<td>33</td>
</tr>
<tr>
<td>Calendar of Events</td>
<td>20-21</td>
</tr>
<tr>
<td>General Information</td>
<td>41</td>
</tr>
<tr>
<td>Registration/Order Form</td>
<td>41</td>
</tr>
</tbody>
</table>
Dear Colleague:

As we approach a new year, you can probably look back and pinpoint the moment you had to take a leap of faith in your practice. We had to believe that the economy would bounce off the bottom; that businesses would spring to life; and that law practices would stabilize and begin to thrive again. And while the process of reaching what many call the “new normal” is still unfolding, slowly but surely, M&A markets have begun to percolate; IPOs are coming to market; and new practice areas, for example those involving government contracts and green technology, are beginning to take root. In such an environment, it is important to take a step back and appreciate all that you have accomplished, while still thinking about what you need to do for the future. For lawyers, that means honing the skills you already have and making sure you develop and specialize the skills the “new normal” requires. At PLI, that means looking for new and innovative ways to provide you with the tools that help you achieve your goals.

As the legal world has become more specialized, so too must be the way we provide you with information. And this edition of the semi-annual catalog reflects our efforts at recognizing increased specialization. For example, in the Table of Contents, you’ll notice we have taken some of our practice areas and divided them into subpractice areas so you can focus on programs that will help you most. Thus you’ll find what used to be our Corporate/Securities programs under Compliance & Enforcement; Corporate Governance; Corporate Basics; Corporate Finance; Corporate General; and Securities. And we have now subdivided Intellectual Property into the following: Business; Copyright/Trademark; Patent; and Tech.

PLI is proud to be first-to-market in all facets of CLE and advanced legal education. This includes our online presence: One-Hour Briefings on hot topics and our move to Live Webcasting of almost all PLI programs. It also includes diving into ebooks by publishing PLI treatises on the Kindle. But the central focus of PLI has always been our Live Programs and Institutes, and for 2010, in response to changing economic and practice conditions, we are introducing more new programs than ever before. Included among our new offerings are Consumer and Small Business Bankruptcy; Government Contracts Workshop; Leveraged Financing; Compensation Committee Workshop; Managing Wage & Hour Risks; Labor Law Developments; Environmental Regulation and Commercial Implications; IP Monetization and Cloud Computing. We are also pleased to bring back programs that we put on hold due to the floundering economy, in particular, How to Prepare an Initial Public Offering. All in all, 2010 promises to be a year of exciting, new opportunities for you at PLI, and we look forward to seeing you in person and online.

We appreciate your business and want to do everything we can to continue to be the first and most complete learning resource you turn to for help in facing the continuing challenges ahead.

Sincerely,

Victor J. Rubino
President

To Register/Order, Call (800) 260-4PLI
Drafting Corporate Agreements 2010†
New York City and Live Webcast, www.pli.edu, January 6
Philadelphia and Pittsburgh Groupcast Locations, January 6
San Francisco, January 13
Chicago, February 26

Why You Should Attend
A properly crafted corporate agreement can serve as a valuable reference for you and your colleagues and, more importantly, can withstand legal challenges. At this program, you will learn how to reduce your client’s goals to a complete, clearly written and enforceable agreement. Our highly experienced faculty of leading practitioners will teach you how the provisions of an agreement fit together and the fundamental drafting principles common to all corporate agreements. You will gain an understanding of why and where the tough issues usually arise, as well as what you can do to effectively — and creatively — solve those issues. Plus, hear from litigators about how to draft contracts with enforcement in mind, and learn about common ethical issues in drafting corporate agreements. This program is essential for practitioners who draft agreements in complex business transactions.

What You Will Learn
• Key terms of standard transactional agreements and how they are organized
• When and how to use letters of intent, confidentiality and standstill agreements
• The wide range of M&A agreements, both public and private
• The ins and outs of employment agreements
• Key structural and drafting considerations in credit agreements and indentures
• The importance of boilerplate to the enforcement of contracts from a litigator’s perspective
• Common ethical errors in contracts

Who Should Attend
Corporate attorneys in private practice and in-house counsel who have or want to assume primary responsibility for drafting agreements in complex business transactions.

Co-Chairs
Alyssa A. Grikecheit, Goodwin Procter LLP, New York City (New York City only)
Deborah J. Ludewig, DJL Corporate Law, Monte Sereno, California (San Francisco only)
Gerald T. Nowak, Kirkland & Ellis LLP, Chicago (Chicago only)

Program Attorney: Grace O’Hanlon
New York City, #22485 • Philadelphia Groupcast Location, #24970 • Pittsburgh Groupcast Location, #24971 • San Francisco, #22486 • Chicago, #22497 — Program Fee: $1,495
Privileged Member Fee: $0*  
Course Handbook: #22488, $199

Footnote Key:
*No additional fee for Privileged Members. Program fees are covered under your Privileged Member agreement.
†Transitional CLE course: For newly admitted attorneys during the first two years after admission to the Bar of the State of New York.
Webcast attendees: Please register online prior to program date.
Boston Groupcast Location will be a live broadcast from the New York City session and co-sponsored by the Massachusetts CLE.
New Brunswick Groupcast Location will be a live broadcast from the New York City session and co-sponsored by the New Jersey Institute for Continuing Legal Education.
Philadelphia and Pittsburgh Groupcast Locations will be a live broadcast from the New York City session and co-sponsored by the Pennsylvania Bar Institute.
Cleveland Groupcast Location will be a live broadcast from the New York City session and co-sponsored by the Cleveland Metropolitan Bar Association.

Mergers & Acquisitions 2010:
Trends and Developments
New York City and Live Webcast, www.pli.edu, January 11-12
Philadelphia and Pittsburgh Groupcast Locations, January 11-12

Why You Should Attend
The credit crunch has fundamentally altered the landscape for doing deals. Unprecedented valuation declines are gaining the attention of strategic and foreign acquirors. Rising corporate default rates are creating distressed investment opportunities. The backlash from the recent collapse of the capital markets has led to increased regulatory scrutiny.

What You Will Learn
The impact on deals of foreign buyers and strategic buyers; Alternatives for financing and the impact of the credit crunch; How the new lower leverage environment has affected deal terms; How to draft and negotiate the purchase agreement and financing agreements.

Special Feature
An outstanding panel of M&A experts will engage in a critical analysis of a hypothetical acquisition, from negotiations through closing. You will witness, through an actual example, how a transaction develops and how commonly encountered issues are resolved. The program will include role playing to illustrate key elements of the transaction. You can also earn one full hour of ethics credit with our segment entitled “Ethical Traps for the M&A Practitioner.”

Chair
Richard A. Goldberg, Dechert LLP, New York City
Program Attorney: Lauren J. Esposito
New York City, #22661 • Cleveland Groupcast Location, #25227 • Philadelphia Groupcast Location, #25009 • Pittsburgh Groupcast Location, #25010 — Program Fee: $1,595
Privileged Member Fee: $0*  
Course Handbook: #22662, $199

Contests for Corporate Control 2010:
Current Offensive & Defensive Strategies in M&A Transactions
New York City and Live Webcast, www.pli.edu, February 4
Philadelphia and Pittsburgh Groupcast Locations, February 4

Why You Should Attend
This advanced-level program is presented by a distinguished and knowledgeable faculty and is designed to give practical, up-to-date information for inside and outside corporate counsel, directors, officers, investment bankers and other advisers in dealing with specific corporate control issues relating to mergers and acquisitions.

What You Will Learn
Recent trends in the M&A market, including the tight credit market and its impact on leveraged buy-outs and private equity deals; Expectations for increased market activity; Rescue financings and sales; M&A opportunities in bankruptcy and troubled company acquisitions.

Chair
Dennis J. Block, Cadwalader, Wickersham & Taft LLP, New York City
Program Attorney: Lauren J. Esposito
New York City, #22684 • Philadelphia Groupcast Location, #25007 • Pittsburgh Groupcast Location, #25008 — Program Fee: $1,495
Privileged Member Fee: $0*  
Course Handbook: #22685, $199
Ninth Annual Institute on Securities Regulation in Europe: A Contrast in EU & U.S. Provisions
London, January 25-26

Why You Should Attend
We are proud to present Practising Law Institute’s Ninth Annual Institute on Securities Regulation in Europe: A Contrast in EU & U.S. Provisions, the most comprehensive securities program available in Europe. Once again, the Institute will feature leading practitioners active in U.S. and European securities law, as well as government regulators, investment bankers and in-house counsel.

The global credit crisis has radically changed the financial and regulatory landscape. In light of these unprecedented times, the conference will focus on the emerging market responses in the United States and Europe to the evolving regulatory changes. Our expert faculty will put the historic events of the past two years in proper perspective and prepare you for what will happen in 2010. We will focus on the increased globalization and interdependence of the financial markets, and its effect on how regulators respond to critical issues, and how they are working together to repair the financial infrastructure.

What You Will Learn
You will have the unique opportunity to hear directly from the top regulators at the U.S. Securities and Exchange Commission, the Financial Services Authority, the Federal Trade Commission, The Office of Fair Trading and the European Commission, as well as from prominent in-house counsel from the leading financial institutions in Europe and private sector attorneys from the top law firms.

This year’s Institute will focus on the following critical issues:
- The latest innovations in capital raising
- Developments in mergers & acquisitions, and private equity
- The market response to the new regulatory environment
- Timely competition law developments and emerging enforcement issues
- The current trends in restructuring and liability management

Who Should Attend
This conference is geared toward corporate and securities lawyers both in private practice and in-house, CEOs, CFOs, CIOs, as well as others in senior management whose decisions are affected by securities law, cross-border mergers and acquisitions, private equity and shareholder activism. The program is approved for CPD credit in the U.K. and for CLE and CPE credit in the U.S.

Co-Chairs
Chris Bates, Clifford Chance LLP, London
David J. Greenwald, Managing Director and International General Counsel, Goldman Sachs International, London
Richard C. Morrissey, Sullivan & Cromwell LLP, London
Program Attorney: Lauren J. Esposito

London, #22644 — Program Fee: $2,595
Privileged Member Fee: $0*
Course Handbook: #22645, $199

Institutional Investor Forum 2010
New York City and Live Webcast, www.pli.edu, January 27
Philadelphia and Pittsburgh Groupcast Locations, January 27

Why You Should Attend
Institutional investors, including fund-of-funds, pension plans, endowments, insurance companies, family offices and high net worth investors, face complex legal challenges in successfully managing their investment portfolios. Navigating rapidly changing domestic and offshore regulatory environments, challenging contractual investment terms, changing investment vehicle structures, and avoiding fraud and investment allocations to new asset classes are just some of the critical challenges institutional investors face today. Attorneys and compliance professionals play an important role in ensuring that an investor’s investment goals are successfully met, often having to navigate complex legal, regulatory and business issues.

This program will examine the unique legal and regulatory issues that institutional investors face in successfully managing their investment portfolios. A distinguished faculty, comprised of prominent law firm attorneys, regulatory officials and senior executives at leading institutional investors, and alternative investment managers, will discuss key issues and practical solutions to the legal and regulatory challenges investors face today.

What You Will Learn
This program will address important legal issues facing institutional investors today, such as:
- How recent changes to Delaware and offshore law are impacting investment deal documentation
- An analysis of recent SEC institutional investor initiatives
- Changes to traditional investment fund structures and key features associated with different alternative investment vehicles
- Latest trends in private equity deal terms and impact on negotiating points
- Corporate governance — what matters to institutional investors and maximizing influence on corporate management
- Manager due diligence considerations to avoid fraud and other operational risks — what standards should lawyers representing investors insist on?
- Practical drafting tips on deal documentation and investment structuring points

Who Should Attend
This program is designed for attorneys, compliance officers and other regulatory professionals working at law firms, governmental agencies and institutional investors of all types, including fund-of-funds, pension plans, endowments, insurance companies, family offices and high net worth investors.

Chair
Nir Yarden, Bryan Cave LLP, New York City
Program Attorney: Danielle T. Bersofsky

New York City, #23297 • Philadelphia Groupcast Location, #25050
- Philadelphia Groupcast Location, #25051 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #23298, $199

Register/Order Today!
For Fast Service:
WEB: www.pli.edu/LAF0
CALL: (800) 260-4PLI
FAX: (800) 321-0093
MAIL in Registration Form on inside back cover.

Register/Order Online at www.pli.edu/LAF0
Securities Products of Insurance Companies in the Face of Regulatory Reform 2010

New York City and Live Webcast, www.pli.edu, January 29
Philadelphia and Pittsburgh Groupcast Locations, January 29

Why You Should Attend
The insurance industry has been one of the focal points of economic analysis over the last year, as well as the subject of several initiatives for regulatory change. This timely program provides critical content to the prevailing and changing legal issues practitioners must understand. As the regulatory regimes that govern securities products and asset management services offered by insurance company complexes undergo significant changes, the regulatory requirements have expanded. Our stellar faculty will provide you with a clear understanding of the important developments in this evolving and dynamic field of law.

What You Will Learn
- The latest on recent regulatory developments as outlined by an Associate Director and an Assistant Director of the SEC's Division of Investment Management
- The fundamentals of variable insurance products
- The latest developments in mutual funds and pension products
- The SEC's assertion of jurisdiction over indexed products
- How to use the SEC's new summary prospectus
- Insights into the genesis of the SEC's latest rule proposals under the 1940 Act
- About the SEC's and other Federal agencies' expanding jurisdiction over securities products and insurance companies
- Specialized funding vehicles: synthetic annuities, target date funds and more
- Updates on critical issues facing the insurance market
- How DOL and Congress are trying to protect retirement plan participants
- What the states are doing to police insurance agents
- Hear the latest on the SEC agenda
- Explore ethical issues applicable to broker-dealers and investment advisers
- Suitability versus fiduciary standards

Who Should Attend
This seminar is designed to provide a context for recent entrants to familiarize themselves with the legal landscape for securities products and services, and for experienced attorneys and compliance personnel to keep current with the changing regulatory environment. Attorneys advising insurance companies, mutual funds, insurance agencies, broker-dealers, and investment advisers will find that this program significantly contributes to their skills.

Co-Chairs
Joan E. Boros, Jorden Burt LLP, Washington, D.C.
Jeffrey S. Puretz, Dechert LLP, Washington, D.C.

Program Attorney: Meghan C. Forgione

To Register/Order, Call (800) 260-4PLI

The SEC Speaks in 2010

Why You Should Attend
In the past few years, the Commission has focused on a broad range of regulatory and enforcement initiatives relating to the financial crisis. The Commission is presently engaged in significant regulatory reforms in such areas as credit default swaps and other derivatives, credit rating agencies, abusive short selling, mutual fund disclosure, money market funds, and dark pools. Many of the SEC’s reform initiatives are also the subject of comparable international developments.

The Commission is also focused on accelerating its enforcement efforts. Last year, the Commission reinvigorated the Enforcement Division by eliminating restrictive procedural requirements regarding formal orders of investigation and issuer penalties. This year, under a new Director of Enforcement, the SEC has undertaken the most significant reorganization of the Enforcement Division in its history, creating five specialized units in priority enforcement areas, streamlining internal processes, putting more attorneys on front-line investigations, and encouraging cooperation by individuals under investigation.

In September, the Commission created a new Division of Risk, Strategy and Financial Innovation to enhance its capabilities and help identify developing risks and trends in the financial markets.

As developments in the capital markets continue to progress, the SEC is focused on improving the transparency and reliability of financial information. The Commission has issued rule proposals to enhance corporate governance and compensation disclosures, facilitate director nominations by shareholders, improve proxy statement disclosures, safeguard assets in the custody of registered investment advisers, eliminate investment adviser pay-to-play, facilitate a shareholder advisory vote on executive compensation for TARP companies, and much, much more.

Learn about the SEC’s initiatives and priorities for the year ahead from the Chairman, Commissioners, and senior staff at The SEC Speaks in 2010.

Who Should Attend
Securities and corporate lawyers in private practice or in-house, CEOs, CFOs, and others in senior management involved in decision-making impacted by securities laws.

Special Features
- Break-out Workshops at the end of each day**
- Cocktail reception for all attendees and speakers on Friday, February 5th
- The annual ASECA dinner follows the program on Friday, February 5th. See www.SECalumni.org for more details.

Co-Chairs
Andrew J. Donohue, Director, Division of Investment Management, U.S. Securities and Exchange Commission, Washington, D.C.
Robert Khuzami, Director, Division of Enforcement, U.S. Securities and Exchange Commission, Washington, D.C.

Program Attorney: Laura R. Shields

Washington, D.C., #22406 — Program Fee: $995
Privileged Member Fee: $0*
Course Handbook: #22407, $199

**Note: Only two of the Workshops will be Webcast: Enforcement on Friday and Investment Management on Saturday.

To Register/Order, Call (800) 260-4PLI
Nuts & Bolts of Financial Products 2010

New York City and Live Webcast, www.pli.edu, February 22-23
Philadelphia and Pittsburgh Groupcast Locations, February 22-23

Why You Should Attend
The explosion of new financial products over the past ten years and the implosion of the credit markets in 2008 underline the importance of a basic understanding of these complex financial instruments. What does the future hold for these products, especially in light of the significant new legislation and regulations that have been proposed? This seminar is designed as a hands-on learning tool to explain the fundamentals that you need to know when dealing with numerous and varied financial investment products.

What You Will Learn
• Impact of financial products on the financial markets crisis
• Historical role of hybrid products in bank capital structures
• The emergence of exchange-traded notes as an asset class
• Future prospects for the various forms of securitized products
• How derivatives work and the reasons for some of the controversy around them
• How mutual funds and hedge funds are structured
• The role of the various regulatory agencies — existing and proposed

Co-Chairs
Clifford E. Kirsch, Sutherland, New York City
Program Attorney: Danielle T. Bersofsky

New York City, #23340 • Philadelphia Groupcast Location, #25019
• Pittsburgh Groupcast Location, #25020 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #23341, $199

Delaware Law Developments 2010: What All Business Lawyers Need to Know

New York City and Live Webcast, www.pli.edu, May 6
Boston, Cleveland, Philadelphia and Pittsburgh Groupcast Locations, May 6

Why You Should Attend
Delaware law plays a critical role in U.S. corporate and securities law, particularly in today’s challenging and changing business environment. This unique annual program focuses on the important Delaware corporate law developments over the past year and the practical impact on your corporate or legal practice. The top Delaware corporate law experts from the Delaware judiciary, leading law firms and corporations, and academia, will examine the latest case law and practical trends and share their real-world experiences, insights and advice on the issues of great concern to the corporate/securities legal community.

Co-Chairs
Hon. Stephen P. Lamb, Paul, Weiss, Rifkind, Wharton & Garrison LLP, Wilmington, Delaware
Gregory P. Williams, Richards, Layton & Finger, New York City and Wilmington, Delaware
Program Attorney: Laura R. Shields

New York City, #23947 • Boston Groupcast Location, #25075
• Cleveland Groupcast Location, #25256
• Philadelphia Groupcast Location, #24997 • Pittsburgh Groupcast Location, #24998
Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #23948, $199

Going Private 2010: Doing the Deal Right

New York City and Live Webcast, www.pli.edu, February 25
Cleveland, Philadelphia and Pittsburgh Groupcast Locations, February 25

Why You Should Attend
The 2008-2009 financial crisis has directly impacted the number of public companies going private. The number of going private deals decreased in 2009 from the 2008 level. Learn what it takes to get a deal done in 2010. Attend this program and, in one day, you will learn from a knowledgeable faculty, the necessary practice tools to do a going private transaction.

What You Will Learn
• Is going private a viable alternative for a public company?
• What are the key drivers when deciding to go private?
• What are the costs to do a going private transaction?
• What are the fiduciary duty considerations?
• Should the Board of Directors form a special committee?
• Who are the key players in a going private transaction?
• What are the key issues in negotiation strategy?
• How can you ensure that the transaction will close?
• Are there steps you can take to avoid issues with the SEC?
• Are there financing alternatives in this day and age for going private transactions?
• Is litigation a foregone conclusion in a going private transaction or are there steps you can take to avoid it?

Who Should Attend
Lawyers in private practice who represent public companies, in-house counsel at public companies, and senior management at public companies who are involved in major corporate decisions will benefit from attending this PLI program.

Co-Chairs
Francis J. Aquila, Sullivan & Cromwell LLP, New York City
Nancy H. Wojtas, Cooley Godward Kronish LLP, Palo Alto
Program Attorney: Lauren J. Esposito

New York City, #22031 • Cleveland Groupcast Location, #25239
• Philadelphia Groupcast Location, #25003
• Pittsburgh Groupcast Location, #25004 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #22032, $199

PLI’s Guarantee
It’s simple. If you’re not completely satisfied with the return on your investment from any PLI program, your money will be refunded in full.
Leveraged Financing 2010

New York City and Live Webcast, www.pli.edu, February 26
Philadelphia and Pittsburgh Groupcast Locations, February 26

Why You Should Attend
If you allow yourself time for only one conference this year, be sure not to miss this one. The country’s leading experts in leveraged finance will examine key concepts and strategies in serving leveraged companies, including portfolio companies of private equity firms. You will learn about the leveraged finance marketplace today, including such recent aspects as “amend and extends,” refinancings through secured note offerings, mezzanine financing alternatives, “back to the future” commitment conditions and current approaches to covenants. In addition, you will learn how leveraged financing has become restructuring financing, and the latest issues for companies and lenders in rescue and “DIP” financings, in bankruptcy reinstatement contests and “exit” financings. You will also consider how regulatory reform will affect acquisition and other leveraged financings.

What You Will Learn
• Nature and extent of new deal activity
• Available sources of financing
• Continuity in middle market transactions
• Refinancing innovations
• Distressed debt exchanges
• Loan-to-own strategies, plus DIP financing developments
• Will bankruptcy “remoteness” survive?
• Reinstatement strategies for low-cost debt
• Exit financing mechanics
• Lessons from recent bankruptcies
• Credit default swaps and their impact on financings
• Regulatory reform and leveraged financing
and much more!

Who Should Attend
Transactional attorneys, internal investment bank legal advisers and anyone whose responsibilities require an awareness of recent developments in private equity acquisition finance techniques.

Co-Chairs
David A. Brittenham, Debevoise & Plimpton LLP, New York City
L. Francis Huck, Simpson Thacher & Bartlett LLP, New York City
Program Attorney: Danielle T. Bersofsky

New York City, #23347 • Philadelphia Groupcast Location, #25021
• Pittsburgh Groupcast Location, #25022 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #23348, $199

How to Prepare an Initial Public Offering 2010

New York City and Live Webcast, www.pli.edu, March 8

Why You Should Attend
After more than a year with extremely little IPO activity, many expect the volume of IPOs to increase as the markets improve and stabilize and as we move into 2010. Thus the content of this program seems most timely. In almost any market, however, understanding the IPO process is an essential skill for both legal and business advisors.

An experienced faculty, including attorneys, an underwriter, and a member of the U.S. Securities and Exchange Commission staff, will analyze the nuts and bolts of an initial public offering in the context of the current market. The process will be discussed from the standpoint of the issuer (both domestic and foreign), the underwriters, their respective counsel and the SEC. You will also hear about recent market trends and some of the techniques that have been used to consummate IPOs in difficult markets.

What You Will Learn
• How to get started and what to focus on during the planning stage
• Drafting the registration statement
• Drafting and negotiating the underwriting agreement
• Due diligence responsibilities and liabilities of the participants
• Negotiating the comfort letter and special accounting considerations
• Dos and don’ts during the IPO “quiet period”
• The SEC’s role in the IPO process
• Special considerations for foreign private issuers
• Recent trends such as SPACs, 144A IPOs, and AIM and Euronext listings
• Executing an IPO in difficult markets

Who Should Attend
The program is designed for both in-house and outside counsel as well as executives interested in gaining an in-depth view of the process of preparing an initial public offering.

Co-Chairs
Deanna L. Kirkpatrick, Davis Polk & Wardwell LLP, New York City
Laird H. Simons III, Fenwick & West LLP, Mountain View, California
Program Attorney: Lauren J. Esposito

New York City #25171 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #25172, $199
Doing Deals 2010: Understanding Transactional Practice

New York City and Live Webcast, www.pli.edu, March 10
Boston, Cleveland, Philadelphia and Pittsburgh Groupcast Locations, March 10

Why You Should Attend
The M&A market has been in a period of great fluctuation along with the economy, with significantly reduced deal activity compared to recent peaks, but with growing expectations that M&A activity will see an uptick in the near future. The steep decline in large leveraged buyouts, as a result of the credit crunch, has been one important trend, while an increase in hostile deals and distressed M&A situations has been another. The decline in large M&A deals and the distress of many sellers has raised questions about what “the market” for deal terms is, whether buyers or sellers now have the upper hand, and whether any new paradigms in dealmaking will emerge. These questions, along with the new deal technology and case law emerging to address them, are among the points that will be discussed at the Doing Deals program.

A prominent faculty of top lawyers and investment bankers will share their years of experience and teach you how best to represent your clients by creatively structuring, coordinating and managing M&A transactions.

What You Will Learn
• How to choose a transaction structure: navigating the world of mergers, tender offers and stock and asset sales
• How to get the deal started with effective due diligence and confidentiality agreements
• Whether or not to do term sheets and letters of intent
• Developments in Delaware law relating to M&A deals
• The nuts and bolts of definitive agreements — representations and warranties, covenants, conditions and indemnification provisions
• Doing distressed M&A deals in difficult times
• Duties of directors in adopting and maintaining takeover defenses
• How to launch or defend against a hostile deal or an activist hedge fund

Who Should Attend
The program is geared to attorneys in private practice or in-house corporate counsel who seek a practical overview of key issues that arise in the most common types of corporate transactions. This is a full overview of all the skills you need to structure a transaction, draft preliminary and definitive agreements and perform the appropriate due diligence.

Chair
Igor Kirman, Wachtell, Lipton, Rosen & Katz, New York City

Program Attorney: Lauren J. Esposito
New York City, #22721 • Boston Groupcast Location, #25085
• Cleveland Groupcast Location, #25240 • Philadelphia Groupcast Location, #24999
• Pittsburgh Groupcast Location, #25000 — Program Fee: $1,595
  Privileged Member Fee: $0*
Course Handbook: #22722, $199

Venture Capital 2010: Nuts & Bolts

New York City and Live Webcast, www.pli.edu, March 11
Boston, Philadelphia and Pittsburgh Groupcast Locations, March 11

Why You Should Attend
Understanding current market practice, deal terms and conditions, transaction documents and applicable securities, tax and ethical issues is critical in the venture capital business.

This program will give you the core knowledge necessary to master the basics of venture capital law. From examining the anatomy of a venture capital deal, to participating in a mock term sheet negotiation, to exploring key issues in follow-on financing rounds, exit strategies and securities law compliance, our expert faculty of lawyers, venture capitalists and business executives will analyze the legal and business issues you need to master to actively and successfully participate in today’s venture capital environment.

The program will also address the latest financing trends, regional differences in deal practice and the ethical issues associated with representing start-ups and venture-backed companies.

What You Will Learn
• How to form and counsel start-ups
• Venture capital finance terms and trends
• Bridge finance and venture debt terms and trends
• Exit strategies and current issues
• Applicable securities and tax laws

Plus: Earn one full hour of Ethics credit!

Who Should Attend
This program is designed for attorneys who advise start-up companies and their investors, as well as venture capitalists. It is geared specifically to practitioners seeking a deep understanding of the nuts and bolts of the venture capital field.

Co-Chairs
Dror Futter, New Venture Partners LLC, Murray Hill, New Jersey
Curtis L. Mo, Wilmer Cutler Pickering Hale and Dorr LLP, Palo Alto

Program Attorney: Danielle T. Bersofsky
New York City, #23540 • Boston Groupcast Location, #25077
• Philadelphia Groupcast Location, #25024 • Pittsburgh Groupcast Location, #25025
Program Fee: $1,595
  Privileged Member Fee: $0*
Course Handbook: #23541, $199

Register/Order Online at www.pli.edu/LAF0
**Investment Management Institute 2010**

New York City and Live Webcast, www.pli.edu, April 8-9
Philadelphia and Pittsburgh Groupcast Locations, April 8-9

**Why You Should Attend**
You’ll hear expert panelists discuss significant business developments in the investment management area over the past year and important regulatory initiatives such as:

- Pertinent legislative actions in the U.S. and other significant jurisdictions
- New regulations adopted by a panoply of regulators throughout the world governing investment companies and investment advisers
- Private fund-related legislation and rulemaking worldwide
- New regulatory treatment of investment advisers and broker-dealers
- Up-to-date SEC staff compliance guidance
- New SEC rules for money market funds
- New SEC adviser pay-to-play rules
- The Supreme Court’s interpretation of Section 36(b) of the Investment Company Act
- New SEC rules on custody by investment advisers
- New SIFMA guidance and other interpretations and rules affecting fund distribution
- Fund governance initiatives of importance to independent directors and trustees
- The debate over the regulation of fixed indexed annuities
- Recent litigation and enforcement activities, including actions relating to misuse of inside information and deficient disclosures

At this program, you will hear from current and former regulators, industry experts and practitioners about these regulatory developments, as well as about business topics such as developments of new financial products and services.

**What You Will Learn**

- Current initiatives from the SEC and other regulators
- New products and services
- Developments in insurance products
- Private funds
- Developments in retirement plans
- Compliance and inspections
- Litigation and enforcement
- Ethics

**Who Should Attend**
This program is designed for attorneys in law firms, in-house counsel, private fund lawyers, compliance officers and others involved in current issues affected by the Investment Company Act of 1940, the Investment Advisers Act of 1940 and other relevant laws.

**Co-Chairs**
Barry P. Barbash, Willkie Farr & Gallagher LLP, New York City and Washington, D.C.
Paul F. Roye, Senior Vice President, Fund Business Management Group, Capital Research and Management Company, Los Angeles

**Program Attorney:** Lauren J. Esposito

New York City, #22698 • Philadelphia Groupcast Location, #24995 • Pittsburgh Groupcast Location, #24996 — Program Fee: $1,199

Privileged Member Fee: $0*
*Course Handbook: #22699, $199

---

**Private Placements and Other Financing Alternatives 2010**

New York City and Live Webcast, www.pli.edu, April 15-16
Boston Groupcast Location, April 15-16

**Why You Should Attend**
Join our expert faculty of leading practitioners and regulators as we analyze current developments in private placements, Rule 155, recent regulatory and litigation developments on Private Investments in Public Equity (PIPs), the underlying principles of public/private transactions, and the SEC responses to these developments. You will also learn about Regulation D and the proposed changes to it, including a new Rule 507 that would allow companies to sell securities to a new category of investors. Plus, we will examine the wide range of transactions that make use of private placements, and explore other financing alternatives.

**What You Will Learn**

- The nuts and bolts of institutional private placements and other financing alternatives
- How state and federal regulations interact, including Regulation D and state securities laws
- What effect securities offering reform will have on private placements
- The impact of the adopted and proposed rules
- The impact of the federal pre-emption of state blue sky laws
- Recent developments on Private Investment in Public Equity (PIPs)
- The shelf offering alternative
- The effect of Regulation FD on private placements by public companies
- Analysis of Rule 155 and Rule 701
- Failed IPOs and private placements
- Private placements over the Internet
- Recent SEC guidance
- Special ethical considerations in private placements
- Issuer problems regarding the offering process; integration and disclosure issues
- The venture capital private placement and how it affects the participants
- How to negotiate venture capital and institutional private placement transactions
- The issues involved in “down round” venture capital financings
- Private placement issues in mergers and acquisitions
- Use of Section 3(a)(10) fairness hearings in M&A and updated SEC guidance
- Institutional private placements of debt and equity by established companies

**Who Should Attend**
This program is designed for corporate and securities attorneys and allied professionals who deal with private placements.

**Chair**
Anna T. Pinedo, Morrison & Foerster LLP, New York City

**Program Attorney:** Grace O’Hanlon

New York City, #22675 • Boston Groupcast Location, #25084 — Program Fee: $1,595
Privileged Member Fee: $0*
*Course Handbook: #22676, $199

---

To Register/Order, Call (800) 260-4PLI
Securities Offerings 2010:
From the Kickoff Meeting to the Closing Dinner —
Getting Your Deal Done in a Changing Marketplace

New York City and Live Webcast, www.pli.edu, April 22

Why You Should Attend
This program tracks a public offering from the kickoff meeting to the closing dinner. The program has a “how-to-do-it” focus and reviews registration mechanics (including the preparation of registration statements), the SEC review and comment process (including the public posting of those comments and processes for requesting confidential treatment of materials sent to the SEC), FINRA filings, stock exchange listing and pricing mechanics. It blends the “nuts and bolts” of securities regulation with the practical aspects of doing deals, particularly in ever-changing market conditions. The program will pay particular attention to the “hot” topics in the current environment.

The rapidly changing regulatory environment has shown the potential to facilitate capital formation for many public companies, as well as to enhance the competitiveness of the U.S. capital markets. Issuers, and their advisors, conducting offerings in the global capital markets must understand the promises and pitfalls of this brave new world. At this timely program, you will learn how to advise your clients about offerings today, as well as the changes ahead for public companies.

What You Will Learn
This program will provide a solid understanding of the legal framework for securities offerings under the Securities Act of 1933. Topics covered include the basics such as definitions and regulations of “offers” and “sales” of “securities” and the distinctions between public and private offerings, including the need to register public offerings (and how that is done) and basic exemptions from registration. It will also cover important and ever-evolving topics such as the current SEC agenda affecting the registration process, best practices for executive compensation disclosure in registration statements, publicity restrictions and information practices, including free writing prospectuses, road shows, both live and electronic, and the use of the Internet and other means of electronic dissemination of information. The program will also cover the critical financial information that forms the backbone of disclosures in securities offerings, including: annual and interim financial statements, management’s discussion and analysis, the SEC’s rules concerning disclosure of so-called “non-GAAP financial measures,” and developments in disclosure documents, including an update on critical accounting policies and other “hot” topics.

Who Should Attend
This program is intended for counsel to issuers and underwriters and other attorneys whose practice involves public securities offerings and Rule 144A offerings.

Chair
LizabethAnn R. Eisen, Cravath, Swaine & Moore LLP, New York City
Program Attorney: Lauren J. Esposito

New York City, #22864 – Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #22865, $199

Global Capital Markets &
the U.S. Securities Laws 2010:
Strategies for the Changing Regulatory Environment

New York City and Live Webcast, www.pli.edu, April 28

Why You Should Attend
The international context and the international agenda are now driving forces in every area of regulation. Securities lawyers need to be up-to-date on the most recent international developments in order to be prepared to handle tomorrow’s challenges. This program brings distinguished practitioners together with senior regulators for an in-depth exploration of where the regulation of global markets is headed.

What You Will Learn
This year’s program will focus on these areas:
• Where the SEC is headed with respect to regulation of international markets
• Where European securities regulation is headed
• How international markets are reacting to revised Rule 12g3-2(b)
• Cross-border brokerage, and the significance of the SEC’s Rule 15a-6 proposal
• How the challenge of globalization has affected market regulation
• Whether mutual recognition can supply a new regulatory paradigm for international markets and regulation

Who Should Attend
This program is aimed at the lawyer who needs to keep current with developments in international securities regulation. It is suitable for an in-house lawyer or a private practitioner, and it is valuable both for someone with extensive experience or someone just starting out in international practice. The program will prove useful in advising companies, investment banks and other financial institutions, auditing firms, investor relations professionals, finance and treasury officials, analysts and others.

Co-Chairs
Nicolas Grabar, Cleary Gottlieb Steen & Hamilton LLP, New York City
Ethiopis Tafara, U.S. Securities and Exchange Commission, Washington, D.C.
Program Attorney: Laurie Gilbertson

New York City, #23223 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #23224, $199

Register/Order Online at www.pli.edu/LAF0
Acquiring or Selling the Privately Held Company 2010†

Chicago, May 17-18

New York City and Live Webcast, www.pli.edu, June 3-4

Boston, Philadelphia and Pittsburgh Groupcast Locations, June 3-4

Why You Should Attend
At this perennial favorite, our experienced faculty will walk you through all of the steps associated with acquiring and selling privately held companies, whether it is a large independent corporation, a division or subsidiary of a large public company, or a smaller venture capital-backed or family-owned entrepreneurial enterprise. You will gain an understanding of the key tax, employee benefits, intellectual property and environmental issues that arise and how to address them. Plus, you will learn about techniques and strategies essential to successful negotiations and the fiduciary duties inherent in an acquisition or sale.

You Will Learn How To
• Analyze the terms of an acquisition agreement
• Organize the sale process
• Develop successful negotiation strategies and tactics during a mock negotiation
• Use letters of intent to maximize strategic advantage
• Structure and negotiate earn-outs and critical risk allocation provisions
• Spot and deal with the key issues that arise in non-corporate law areas, such as:
  - Tax
  - Employee benefits
  - Intellectual property
  - Environmental
• Cope with the special problems associated with acquisitions of divisions or subsidiaries
• Understand the fiduciary duties of directors and majority shareholders

Chair
David W. Pollak, Morgan, Lewis & Bockius LLP, New York City (New York City only)
Program Attorney: Grace O’Hanlon

Chicago, #24193 • New York City, #24194 • Boston Groupcast Location, #25083
• Philadelphia Groupcast Location, #24989 • Pittsburgh Groupcast Location, #24990

Program Fee: $1,595
Privileged Member Fee: $0*

Course Handbook: Two Volumes, #24195, $229

The Foreign Corrupt Practices Act 2010†

New York City and Live Webcast, www.pli.edu, May 19

Philadelphia and Pittsburgh Groupcast Locations, May 19

Why You Should Attend
The increased trend in Foreign Corrupt Practices Act (“FCPA”) enforcement actions shows no signs of letting up. The first six months of 2009 saw more FCPA prosecutions brought than in any full year prior to 2007. Currently, there are at least 120 companies under investigation. The SEC announced the creation of a specialized Foreign Corrupt Practices Act unit to “focus on new and proactive approaches to identifying [FCPA] violations” and to take “a more global approach to these violations.” Also increasing is the frequency of civil litigation and individual liability in the wake of FCPA enforcement actions. And recent FCPA enforcement actions and disclosures demonstrate that no industry is immune from FCPA scrutiny. Companies everywhere must make FCPA compliance and the creation of effective anticorruption programs a top priority. This program, taught by a faculty of leading practitioners and government regulators, will give you the background and tools you need to spot the issues early, develop workable risk management processes and implement effective compliance programs.

What You Will Learn
• Overview of the FCPA and its potential impact on your clients or company
• Comprehensive update on enforcement trends and their implications for U.S. and foreign companies
• How to manage risk in various third-party relationships and acquisitions
• Practical tips on establishing an effective FCPA compliance program in a distressed economy
• Strategies for creating a successful compliance culture
• Compliance trends in gifts, entertainment and hosting, facilitating payments, and charitable contributions
• Due diligence and successor liability in the M&A context
• How to conduct FCPA internal investigations: practical considerations
• Insights, advice, examples, and samples of what works and what doesn’t from government officials, in-house counsel and private practitioners using real-world hypothetical cases

Who Should Attend
This program is designed for both in-house and outside counsel interested in gaining a practical, in-depth understanding of the FCPA, as well as the legal and ethical responsibilities of those companies subject to the Act and their legal, accounting and financial advisors.

Co-Chairs
Lucinda A. Low, Steptoe & Johnson LLP, Washington, D.C.
Claudius O. Sokenu, Arnold & Porter LLP, New York City
Donald Zarin, Holland & Knight LLP, Washington, D.C.

Program Attorney: Laura R. Shields

New York City, #33956 • Philadelphia Groupcast Location, #25005
• Pittsburgh Groupcast Location, #25006 — Program Fee: $1,595
Privileged Member Fee: $0*

Course Handbook: #23958, $199

PLI’s Guarantee
It’s simple. If you’re not completely satisfied with the return on your investment from any PLI program, your money will be refunded in full.
Hot Issues in Executive Compensation 2010

New York City and Live Webcast, www.pli.edu, June 2
Cleveland, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations, June 2, 3, 4

**Why You Should Attend**
As the economy shifts and the legislature, SEC and shareholders respond, the design, implementation and disclosure of executive compensation undergoes continual change. At this daylong program, experts in the area — from major corporations, the SEC, the IRS and shareholder activist groups, as well as from leading law, accounting and consulting firms — will lead you through the emerging best practices and the current reactions to the changing landscape.

**What You Will Learn**
- Current compensation practices and levels
- Executive Officers
- Directors
- Other significant compensation practices
- Changes in the legal and regulatory landscape
  - Federal law changes
  - Revised and enhanced SEC disclosure and enforcement
  - Significant stock exchange listing standards
  - Current Riskmetrics guidelines
  - Tax developments
  - Delaware law changes
- Developing compliance with the new SEC disclosure rules
  - Impact on compensation structure
  - Effect on board room behavior
  - Compensation consultant selection and management
- Developing best practices in executive compensation and succession planning
  - Performance goals and subjective targets
  - When is changing performance targets appropriate
  - CEO succession
  - Risk management
- Shareholder activism
  - Recent developments in shareholder proposals
  - What is on the horizon
- Changing practices in employment agreements and severance arrangements
  - Change in control agreements
  - Clawbacks
- New approaches in equity compensation
  - Design
  - Equity grant timing policies

**Who Should Attend**
This conference is designed for private practitioners, in-house corporate counsel, employee benefit consultants, service providers and compensation managers and consultants.

**Co-Chairs**
Linda E. Rappaport, Shearman & Sterling LLP, New York City
Marc Trevino, Sullivan & Cromwell LLP, New York City

**Program Attorney:** Grace O’Hanlon

New York City, #23381 • Cleveland Groupcast Location, #25188 • New Brunswick Groupcast Location, #25631 • Philadelphia Groupcast Location, #25080 • Pittsburgh Groupcast Location, #25081 — Program Fee: $1,595
Privileged Member Fee: $0
Course Handbook: #23973, $199

Internal Investigations 2010:
How to Protect Your Clients or Company

New York City and Live Webcast, www.pli.edu, June 8
Boston, Philadelphia and Pittsburgh Groupcast Locations, June 8
Chicago, June 15

**Why You Should Attend**
In today’s uncertain economic, legal and regulatory environment, companies, their executives, and their counsel need to be proactive in identifying risks and remedying potential issues. Knowing how to conduct efficient and effective internal investigations is key to protecting your clients or company. This program will cover how to conduct an internal investigation, in-house or outside, with practical and concrete examples of how to deal with the many issues that can and do arise. Particularly timely will be an examination of how to handle and manage the costs associated with conducting an investigation.

**What You Will Learn**
- Considerations at the outset: nature and scope of the investigation
- When you should disclose and when you should not
- When and how to work with outside experts
- Communication with media consultants
- Document retention issues
- Who is the client and who owns the privilege?
- The government’s use, evaluation and weighing of internal investigations
- Cost management: how to contain costs; what are the risks; how to deal with the costs of cooperating with the government
- Concluding the investigation: when to prepare a report and how; corrective actions; cooperation with the government
- Ethical issues: warnings to witnesses; representational issues; the rights of employees; avoiding obstruction; indemnification and advancement

**Special Feature**
Hypothetical: Using a real-world fact pattern throughout the day, expert panels will provide practical tips, tools and strategies for conducting internal investigations. Last year’s attendees had this to say about the new format: “Hypothetical fact pattern was excellent at raising issues for discussion and tying the day’s discussions together. Very practical program.” “This was a superb program; great faculty and program built on hypothetical was extremely well organized.” “Loved the hypothetical. Lots of great, real-world advice.”

**Who Should Attend**
This program is a must-attend event for anyone responsible for corporate investigations: inside and outside counsel, internal auditors, compliance officers, forensic accountants and other experts who handle internal investigations, and government attorneys — anyone who has a stake in this process.

**Co-Chairs**
Nancy Kestenbaum, Covington & Burling LLP, New York City (New York City)
David B. Bayless, Covington & Burling LLP, San Francisco (Chicago)
Lori Lightfoot, Mayer Brown LLP, Chicago (Chicago)

**Program Attorney:** Laura R. Shields

New York City, #23972 • Boston Groupcast Location, #25076 • Philadelphia Groupcast Location, #25071 • Pittsburgh Groupcast Location, #25012 • Chicago, #23973 — Program Fee: $1,595
Privileged Member Fee: $0
Course Handbook: #23974, $199

Register/Order Online at www.pli.edu/LAF0
Fundamentals of Mutual Funds 2010†

New York City and Live Webcast, www.pli.edu,† June 9
Boston, Philadelphia and Pittsburgh Groupcast Locations,† June 9

Why You Should Attend
This program is designed to provide attendees with a solid foundation in the legal, regulatory and operational issues affecting the $12 trillion mutual fund industry. Attendees will also learn about the impact of the financial crisis on the mutual fund industry and what is in store regarding future regulatory developments. A distinguished faculty of practitioners and regulators, including current and former SEC officials, will offer insights into recent proposals that could result in the potential overhaul of regulations.

What You Will Learn
How mutual funds are created, managed and sold; New types of funds — such as exchange-traded funds; How management arrangements and fees are negotiated; The inherent conflicts of interest — and how they are resolved; How the credit crisis impacted mutual fund valuation and pricing; How regulators monitor the industry

Co-Chairs
Clifford E. Kirsch, Sutherland, New York City
Laurin Blumenthal Kleiman, Sidley Austin LLP, New York City
New York City, #22728 • Boston Groupcast Location, #25086
• Philadelphia Groupcast Location, #24993 • Pittsburgh Groupcast Location, #24994
Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #22729, $199

Fundamentals of Broker-Dealer Regulation 2010†

New York City and Live Webcast, www.pli.edu,† June 28
Philadelphia and Pittsburgh Groupcast Locations,† June 28

Why You Should Attend
Major changes in broker-dealer regulation and the industry are anticipated as a result of the financial services crisis. This program will provide attendees with a solid foundation in the regulatory regime applying to broker-dealers, including what to expect next regarding broker-dealer regulation.

Further, a distinguished faculty of practitioners and regulators, including current and former officials of the Securities and Exchange Commission and FINRA, will offer insights into recent rulemaking that is having far-reaching impact on the day-to-day operations of firms.

What You Will Learn
What are the prospects of a harmonized broker-dealer and adviser regulatory regime? What is entailed with respect to the duty to supervise? How are conflicts of interests resolved? What is “suitability”?

Chair
Clifford E. Kirsch, Sutherland, New York City
Program Attorney for both programs in this column: Lauren J. Esposito
New York City, #22793 • Philadelphia Groupcast Location, #24991
• Pittsburgh Groupcast Location, #24992 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #22794, $199

Audit Committee Workshop 2010

New York City and Live Webcast, www.pli.edu,† June 23
Philadelphia and Pittsburgh Groupcast Locations,† June 23

Why You Should Attend
If you are a director or member of an audit committee, or advise audit committees, you need to understand the impact of the economic crisis and what’s expected of audit committees in the current environment. The roles and functions of audit committees are expanding, and audit committee members and their counsel need to adjust their practices to ensure effective oversight. This program offers practical advice based on real-world examples to give you the information and tools you need to successfully advise your clients, and successfully perform in today’s changing governance landscape. An expert faculty of public company directors who serve on audit committees, lawyers and CPAs who advise audit committees, and government regulators who oversee the audit and financial reporting processes will review the important issues and offer best practices to meet the many challenges facing audit committees today.

What You Will Learn
• The most important developments in the past year for audit committees
• Trends in risk oversight and management
• Assessing and managing risk/responsibility for risk
• Key financial reporting developments
• How to improve audit committee focus, efficiency and effectiveness
• How to handle crisis situations
• Liability issues for audit committee members

Who Should Attend
Public company directors, audit committee members, lawyers, CPAs and other public company advisors will take away valuable practical information and skills necessary to succeed in the current financial reporting environment.

Co-Chairs
Catherine L. Bromilow, Partner, Corporate Governance Group, PricewaterhouseCoopers LLP, Florham Park, New Jersey
Gene A. Capello, Assistant General Counsel, Pfizer, Inc., New York City
John F. Olson, Gibson, Dunn & Crutcher LLP, Washington, D.C.
Program Attorney: Laura R. Shields
New York City, #23981 • Philadelphia Groupcast Location, #25013
• Pittsburgh Groupcast Location, #25014 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #23982, $199

New Program — Just Scheduled!
Multi-Agency Enforcement Program

New York City and Live Webcast, www.pli.edu,† June 1

Co-Chairs:
Linda Chatman Thomson, Davis, Polk & Wardwell, Washington, D.C.
Richard D. Owens, Latham & Watkins LLP, New York City
Program Attorney: Laura R. Shields
New York City, #25321 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #25322, $199
Visit www.pli.edu/LAF0 for more details.

To Register/Order, Call (800) 260-4PLI
Compensation Committees 2010: Performing in the Spotlight

New York City and Live Webcast, www.pli.edu, June 29

Why You Should Attend
The recent global economic crisis has underscored the critical role of the board compensation committee in today’s highly dynamic and volatile business environment.

This program will update you on the current state of the compensation committee, its challenges, and its opportunities. Particularly timely will be an examination of how management, legal counsel, and compensation consultants can — and should — interact and work with the committee to maximize its effectiveness and get the most out of its collective expertise and experience.

What You Will Learn
- The compensation committee in 2010
- Incentive compensation: developing a long-term focus that serves your business objectives
- Using equity compensation: strategies and issues
- Competitive positioning: using surveys, selecting a peer group, and getting the most from competitive data
- “Say on Pay”: a game-changer or a distraction?
- Incentive compensation and risk: a practical approach to the risk assessment
- Disclosure issues: working with management to develop a meaningful compensation discussion and analysis
- Shareholder engagement — listening to investors and dealing with proxy advisory firms
- Selecting and working with an executive compensation consultant and other committee advisors, including legal counsel
- Information flow issues — what information does the committee need and when?
- Setting the committee calendar, and getting the most from committee meetings

Who Should Attend
This program is a must-attend event for compensation committee members, other directors, corporate executives, and anyone responsible for working with or supporting the board compensation committee, including inside and outside legal counsel, accountants, compliance officers, human resources professionals, compensation consultants, and other professionals who are involved in executive compensation matters.

Co-Chairs
Mark A. Borges, Principal, Compensia, Inc., Corte Madera, California
Amy L. Goodman, Gibson, Dunn & Crutcher LLP, Washington, D.C.

Program Attorney: Laura R. Shields

Corporate Governance 2010 — A Master Class

New York City and Live Webcast, www.pli.edu, February 17

Philadelphia and Pittsburgh Groupcast Locations, February 17

Why You Should Attend
Addressing issues of corporate responsibility, governance, and government regulation continues to be a priority of the new administration. Already there has been a significant increase in regulatory and enforcement actions, and additional changes are looming. As corporate governance law continues to evolve and change, corporate counsel, both in-house and outside, need to stay abreast of these developments and the challenges facing boards and senior managers. To assist you in navigating the rapidly changing landscape, Co-Chairs David M. Becker, U.S. Securities and Exchange Commission, and James R. Doty, Baker Botts L.L.P., will bring together a veritable who’s who of governance experts, including current and former government officials, in-house counsel, private practitioners, and renowned judges to share their practical advice and best practices for advising your clients in these tumultuous times.

What You Will Learn
- New developments with regulatory reform
- Regulatory actions affecting directors, audit committees, and compensation committees
- The status of proxy access proposals
- “Say on Pay” and other compensation developments
- The status of shareholder activism
- Hedge funds, institutional investors, and activist shareholders
- Disclosures by and about credit rating agencies
- The view from the newly reconstituted SEC: new rules and new principles
- Enforcement and litigation in the post-meltdown era
- State law issues in corporate governance
- Ethical issues and how to respond

Who Should Attend
This program is designed for experienced corporate and securities attorneys with responsibility for advising companies on their governance procedures.

Co-Chairs
David M. Becker, General Counsel and Senior Policy Director, U.S. Securities and Exchange Commission, Washington, D.C.

Program Attorney: Grace O’Hanlon

New York City, #22646 • Philadelphia Groupcast Location, #24987
• Pittsburgh Groupcast Location, #24988 — Program Fee: $1,595
Privileged Member Fee: $0
Course Handbook: #22647, $199

Register/Order Online at www.pli.edu/LAF0
Compliance and Enforcement

Government Contracts Workshop 2010

New York City and Live Webcast, www.pli.edu, March 12

Why You Should Attend

Federal government contracting is a growing source of business, even in a down economy. Despite the appeal of Federal business, however, entering to the Federal marketplace requires a company to engage in careful preliminary planning and measured decision-making to ensure that the company and its culture can tolerate the highly regulated government contracting space. The Workshop will bring leading government contracts law practitioners together for an in-depth discussion of important business considerations in entering the market, recent trends in government contracting, and best practices for companies operating in the Federal government space.

Designed for companies considering Federal business, financial institutions and advisors who may already be subject to government contracting regulations under the TARP relief measures and government stimulus plan, government contractors and the legal professionals who counsel them, this program will consider the practical impact of doing business with the Federal government. The program will feature an introduction to government contracting and discussions on strategies for entering the market, regulatory risks and compliance programs, litigation and dispute resolution with the Federal government, considerations for TARP and stimulus recipients and contractors, and best practices for government contractors in an era of growing enforcement.

What You Will Learn

• Overview of the government contracting marketplace, rules and regulations governing the space, and risks that new and established contractors face
• Strategies for entering the Federal space with fewer barriers to entry, including commercial item and GSA Schedule contracting, as well as mergers and acquisitions issues involving government contractors
• Proactive strategies for complying with the regulatory environment and reactive strategies for responding to enforcement issues
• Overview of dispute resolution with the Federal government and how protests, claims, disputes and unique government contracts issues such as contract changes and terminations for convenience affect the business model
• Government contracts considerations for TARP and stimulus recipients and contractors, and the regulatory schemes they need to understand
• Best practices for doing business with the Federal government in light of recent trends toward greater oversight and enforcement

Who Should Attend

This program is designed for companies considering Federal business, TARP recipients and contractors, established government contractors and the legal professionals who counsel them and who require a functional understanding of the risks and obligations inherent in the government contracting marketplace and how to best mitigate those risks.

Co-Chairs

E. Sanderson Hoe, McKenna Long & Aldridge LLP, Washington, D.C.
Marcia G. Madsen, Mayer Brown LLP, Washington, D.C.

Program Attorney: Lauren J. Esposito

New York City, #22022 — Program Fee: $1,395
Privileged Member Fee: $0*
Course Handbook: #22023, $199

Hedge Fund Registration and Compliance 2010†

New York City and Live Webcast, www.pli.edu, April 9
Boston Groupcast Location, April 9

Why You Should Attend

By April 2010, the details of financial industry regulatory reform affecting hedge funds should come into greater focus. We will have a better view on broad policy issues, such as how hedge funds fit into systemic risk regulation, and hedge fund-specific issues, such as registration.

This program will also focus on regulatory compliance issues. Panelists will not only provide updates on the SEC’s many rule proposals affecting hedge funds, but also provide practical suggestions for how in-house legal and compliance professionals can deal with the increased regulatory and compliance burdens.

What You Will Learn

• 2010 legislative and regulatory priorities affecting hedge funds
• The impact of regulatory reform on hedge funds — where are we now, what’s to come?
• The status of investment adviser registration requirements for hedge fund managers
• An update on SEC regulatory developments affecting hedge fund disclosure and reporting, trading, and operations, including the latest on short selling, “pay-to-play,” high frequency trading, OTC derivatives, redemptions and gates, and prime brokerage
• Compliance challenges affecting hedge funds in 2010
• Strategies for addressing and anticipating potentially problematic compliance and regulatory risks

Who Should Attend

Hedge funds in-house and outside counsel, as well as legal and compliance professionals interested in or currently working in the hedge fund industry, will benefit from this program.

Chair

K. Susan Grafton, Gibson, Dunn & Crutcher, LLP, Washington, D.C.

Program Attorney: Danielle T. Bersofsky

New York City, #23365 • Boston Groupcast Location, #25078
Program Fee: $745
Privileged Member Fee: $0*
Course Handbook: #23366, $199

To Register/Order, Call (800) 260-4PLI
Compliance and Enforcement

Corporate Compliance and Ethics Institute 2010

Chicago, May 13-14
Atlanta, May 20-21
New York City and Live Webcast, www.pli.edu, June 10-11
Philadelphia and Pittsburgh Groupcast Locations, June 10-11

Why You Should Attend
The state of corporate compliance and ethics continues to change dramatically. The regulatory environment has grown riskier and current economic conditions are creating a host of challenges for compliance and ethics programs.

At this program a distinguished faculty will provide you with the tools you need to meet today’s compliance and ethics challenges, and to advance or develop an effective program. Learn about current developments in compliance and ethics, along with practical tips and best practices on compliance and ethics risk assessments, program structure and management, compliance and ethics training, auditing and monitoring, helpline and investigations procedures, and reporting to the board and senior management on your program.

What You Will Learn
• Recent developments in corporate compliance, including higher expectations for reporting on and documenting your program
• Adding value to your program despite budgetary constraints
• How to conduct and design compliance risk assessments to obtain the most valuable information
• Structuring your program for effectiveness in today’s economic climate
• The evolving role of the Board — where governance and compliance meet
• How to perform effective compliance audits
• Best practices in compliance communications and training
• Technology tools to help your program connect to employees of all ages
• Global compliance expectations and best practices
• Hypotheticals and interactive panels based on real-world scenarios

Who Should Attend
General counsel, in-house counsel, compliance and ethics officers or managers, business managers, internal audit and human resources personnel, risk managers, outside counsel or anyone involved in the substantive or procedural aspects of compliance and ethics.

Co-Chairs
Theodore L. Banks, Schoeneman, Updike, Kaufman & Scharf, Chicago, and Illinois President, Compliance & Competition Consultants, LLC, Highland Park, Illinois (Chicago only)
Robert D. Frisbee, Ethics & Compliance Director, Southern Company, Atlanta (Atlanta only)
Paul B. Murphy, King & Spalding LLP, Atlanta (Atlanta only)
Rebecca Walker, Kaplan & Walker LLP, Santa Monica (New York City only)
Richard F. Ziegler, Jenner & Block LLP, Former Senior Vice President, Legal Affairs and General Counsel, 3M, New York City (New York City only)

Program Attorney: Meghan C. Forgione
Chicago, #23681 • Atlanta, #23680 • New York City, #23682
• Philadelphia Groupcast Location, #24954 • Pittsburgh Groupcast Location, #24955
Program Fee: $1,695
Privileged Member Fee: $0*
Course Handbook: #23683, $199

Law Firm Practice Management

PLI’s Law Firm Leadership and Management Institute 2010

New York City and Live Webcast, www.pli.edu, February 1-2

New Program!

Why You Should Attend
In the past few years we have seen leading firms dissolve and others struggle to keep and attract new clients. After decades of expansion, the current recession is testing the viability of large law firms, their structures, the range of services they provide and how they charge for them. Clients are demanding changes. Law firm leaders must react. Yet they are challenged and even uncertain about what to do.

Law firm leadership skills are neither taught in law school nor acquired by excelling at the practice of law. These skills come from hands-on experience and by learning valuable lessons from those who have faced and handled similar responsibilities. Failure often teaches as much as success.

This Institute offers a faculty of the best and brightest in the industry — law firm leaders, general counsel, consultants and academics who will provide you with a framework to develop an understanding of the elements of law firm leadership, how to evaluate and overcome challenges, both internal and external, and benefit from new opportunities.

What You Will Learn
• The status of the law firm industry today: what does the future hold? Must there be winners and losers? How to recognize success and what is failure?
• A range of responses to the current economic environment and other challenges facing law firms today
• What do clients really want and are law firms providing it?
• How to plan for leadership succession

Who Should Attend
Managing Partners, Chairmen, Senior Partners and those acquiring new or different management responsibilities at law firms, as well as General Counsel, Chief Financial Officers and all professionals seeking to gain a better understanding of what it takes to run a law firm and be successful in delivering a valuable service to clients.

Co-Chairs
• Ashish Nanda, Partner, Addabbo, Herrington & Chapman, New York City
• Dean David E. Van Zandt, Ph.D., Northwestern University School of Law

Program Attorney: Anita C. Shapiro
New York City, #24317 — Program Fee: $1,695
Privileged Member Fee: $0*
Course Handbook: #24318, $199

Special Features
• Case Study on Law Firm Management presented by Ashish Nanda, Center for Law and the Professions, Harvard Law School
• Luncheon Presentation on “Ethics and the Management of Law Firms”
• Luncheon Presentation: “Future of Legal Education” presented by Dean David E. Van Zandt, Ph.D., Northwestern University School of Law
• Networking Cocktail Party
• Earn 1 hour of Ethics Credit!

Chair
David M. Barnard, Founding Partner, Blaqcwell, Inc.

Register/Order Online at www.pli.edu/LAF0
Managing Wage & Hour Risks 2010

New York City and Live Webcast, www.pli.edu, February 10
New Brunswick, Philadelphia and Pittsburgh Groupcast Locations, February 10

Why You Should Attend
Wage and hour claims under federal and state laws are surging. Counsel responsible for wage and hour matters must understand how to identify and anticipate wage and hour risks so that they can manage those risks through compliance programs, responses to early warning signs, cost-effective defense of wage and hour investigations and litigation, alternative dispute resolution, and innovative structures for settlements.

What You Will Learn
Principal sources of wage and hour claims under federal and state laws; Development and implementation of compliance programs and “first alert” procedures; Latest developments on exempt status, off-the-clock work, preliminary and postliminary periods, overtime, minimum wage, state law wage requirements; Requiring alternative dispute resolution for wage and hour claims; Managing wage and hour investigations and litigation; Structuring settlements

Co-Chairs
Robert P. Davis, Mayer Brown LLP, New York City
David S. Fortney, Fortney & Scott, LLC, Washington, D.C.
Program Attorney: Danielle T. Bersofsky
New York City, #23319 • New Brunswick Groupcast Location, #25624
• Philadelphia Groupcast Location, #25017 • Pittsburgh Groupcast Location, #25018
Program Fee: $1,495
Course Handbook: #23320, $199

California Hiring and Firing Update: New Traps, New Laws

San Francisco and Live Webcast, www.pli.edu, March 15

Why You Should Attend
Each year brings new challenges to employers, and nothing is more important than the beginning and the end of an employment relationship. Of special importance for both plaintiff and defense counsel, in 2010, a host of new state and federal employment and labor law obligations will affect the way all employers, employers’ counsel, human resources professionals and managers conduct their business.

What You Will Learn
Latest developments regarding independent contractor versus employee issues; Avoiding discrimination claims in the hiring and firing process; Wage and hour compliance requirements, including exempt classifications; Practical compliance and litigation avoidance suggestions

Who Should Attend
In-house counsel and outside counsel who represent employers, employee attorneys, human resources professionals and managers will benefit from attending this program.

Chair
Tyler M. Paetkau, Hannett, Smith & Associates, Redwood City, California
Program Attorney: John M. Mola
San Francisco, #24153 — Program Fee: $1,495
Course Handbook: #24154, $199
Privileged Member Fee for both programs in this column: $0*

To Register/Order, Call (800) 260-4PLI

Pension Plan Investments 2010:
Current Perspectives

New York City and Live Webcast, www.pli.edu, April 13
Philadelphia and Pittsburgh Groupcast Locations, April 13

Why You Should Attend
Changes in the business and regulatory landscape arising from the financial crisis are playing themselves out in interesting ways in the world of pension investment. Consolidation and other merger and acquisition activity in the financial services industry have raised complex prohibited transaction issues. Simultaneously, the change in administrations and a wide variety of regulatory reform proposals, the prospects for some of which are highly uncertain, create a risk for new fundamental issues to arise, even as important elements of the regulatory work arising from the Pension Protection Act of 2006 have not been completed. In the meantime, the focus on the amount and security of retirement savings and participant investment education and advice, particularly in light of the market losses arising from the crisis, continues to grow. Lastly, perspectives concerning business, investment and legal risks among many market participants have been affected by the crisis.

What You Will Learn
Department of Labor officials will discuss in depth: prohibited transaction exemption developments and priorities; regulatory and interpretive projects; current issues

Co-Chairs
Arthur H. Kohn, Cleary Gottlieb Steen & Hamilton LLP, New York City
Howard Planko, Seyfarth Shaw LLP, New York City
New York City, #23717 • Philadelphia Groupcast Location, #24948
• Pittsburgh Groupcast Location, #24949 — Program Fee: $1495
Course Handbook: #23718, $199

ERISA 2010:
Nuts and Bolts of Employee Benefit Plans

New York City and Live Webcast, www.pli.edu, June 14-15
New Brunswick Groupcast Location, June 14-15

Why You Should Attend
A working knowledge of the ERISA framework is crucial for lawyers, HR practitioners and related professionals in the area of employee benefits and compensation planning. Our experienced faculty will explain the ABCs of ERISA compliance, as well as how to structure and manage qualified employee retirement benefit plans.

What You Will Learn
Beginning with the statutory framework of ERISA, learn about the types of plans covered by the statute, the regulatory agencies that oversee those plans, the requirements necessary to ensure favorable tax treatment, and how to correct errors through the IRS and DOL amnesty programs. In addition, you will learn about recent IRS and DOL developments, including the DOL regulation project regarding fee disclosure to 401(k) participants. All that, plus a review of recent U.S. Supreme Court cases dealing with ERISA’s claims review standard and other fiduciary issues.

What You Will Learn
Definitions, requirements and special rules of different retirement plans; Specific rules applicable to defined benefit plans and defined contribution plans; Plan termination insurance coverage; Distributions from qualified plans — forms, timing and taxation; Reporting and disclosure requirements; Fiduciary responsibility, including ethical requirements; Design and operation of 401(k) plans; Minimum vesting standards and much more

Co-Chairs
Andrew L. Gaines, Weil, Gotshal & Manges LLP, New York City
Andrew L. Oringer, Ropes & Gray LLP, New York City
Joseph R. Simone, Day Pitney LLP, New York City
Program Attorney for both programs in this column: Grace O’Hanlon
New York City, #22700 • New Brunswick Groupcast Location, #25632
Program Fee: $1,495
Course Handbook: #22707, $199
Privileged Member Fee for both programs in this column: $0*
**Labor Law Developments 2010**

**Why You Should Attend**

Forces supporting a unionized workforce received a boost with the election of President Obama. The current administration is supporting legislation that would serve as the most significant amendment to the National Labor Relations Act since its enactment. The economy also impacts labor practitioners, especially those at the bargaining table. Negotiators increasingly face complications in managing the rising costs of pension plans and health care.

Whether or not the proposed Employee Free Choice Act passes, many expect some form of legislative reform that will make unionizing America’s workforce easier. These expected reforms will also impact unions internally as they form and reform themselves. In addition, substantive labor law reform is predicted in the future rulings from the newly constituted National Labor Relations Board.

This program will analyze the current status of labor law reform, the latest key rulings from the NLRB, and practical legal issues associated with collective bargaining and managing and responding to a unionized workforce.

**What You Will Learn**

- What are the latest rulings from the newly constituted NLRB?
- What is the status of labor law reform?
- Where are the boundaries of lawful opposition to organizing efforts?
- How do you deal with recessionary bargaining issues?
- What are the lawful limits of corporate campaigns?

**Who Should Attend**

This program is designed for labor and employment law professionals who seek an in-depth analysis and discussion of labor law issues and developments. Union and management side attorneys, in-house counsel, human resources executives and government agency staff will also benefit from attending this program.

**Chair**

Kathleen M. McKenna, Proskauer Rose LLP, New York City

Program Attorney: Danielle T. Bersofsky

**New York City, #23374 — Program Fee: $745**
Privileged Member Fee: $0*
Course Handbook: #23375, $199

---

**Employment Discrimination Law and Litigation 2010**

**Why You Should Attend**

Both the courts and the Congress — to say nothing of state and local legislatures — are constantly adding to, revising and re-inventing the rules governing employment discrimination. Needless to say, this does nothing to diminish either the volume of employment cases being litigated in the courts or the complexity of those cases. Any attorney who advises or represents employers, employees, labor unions or government at all levels, or who has regulatory or judicial/arbitral/mediator responsibility, must keep abreast of these changes, and must also be aware of cutting-edge developments in litigation strategies. This program has provided attorneys with a stake in employment litigation with up-to-the-minute, in-depth information for thirty years. The faculty is comprised of leaders in the field, along with key judges and others who contribute both to the development of the substantive law and the practical application of litigation skills in and out of the courtroom.

**What You Will Learn**

- Strategic planning for litigation success, including the analysis of applicable law, the effectiveness of witnesses, the persuasiveness of the evidence and the best use of litigation support tools
- What judges think about lawyers’ approaches to discovery, settlement and trial techniques
- Understanding ethical dilemmas posed by employment cases, whether from the plaintiff or defense side, and how to protect yourself against unethical tactics of others
- New laws and new rulings that can affect the advice you give, the strategies you choose and the settlements you propose
- What to expect from the new administration and the new Congress, as well as the courts
- Evolving concepts, such as employee privacy rights, defamation, benefits entitlement, wage-hour collective actions, family leave and medical leave, the impact of same-sex marriage on the workplace, and much, much more

**Who Should Attend**

The program is designed for legal practitioners who advise clients on employment law issues, whether from the perspective of outside counsel to companies, in-house counsel in the private and public sectors, labor union attorneys, representation of individuals or groups of employees, or human resources executives; litigate or manage the litigation of employment cases for companies, unions or insurers; are government regulators or advisors to regulators in the employment area; are academics who teach employment law or are engaged in clinical practice that involves employment issues; and/or are judges, arbitrators and/or mediators involved in employment cases.

**Co-Chairs**

Alan M. Koral, Vedder Price P.C., New York City
Anne C. Vladeck, Vladeck, Waldman, Elias & Engelhard, P.C., New York City

Program Attorney: Danielle T. Bersofsky

**New York City, #23388 — Program Fee: $1,495**
Privileged Member Fee: $0*
Course Handbook: #23389, $199

Register/Order Online at www.pli.edu/LAF0
**Current Developments in Insurance Law 2010**

**Why You Should Attend**

Current Developments in Insurance Law 2010 is an update on the latest developments in insurance law. Far from a static field with well-settled case law and longstanding regulations and statutes, each year brings new insurance regulations, statutes and cases. Moreover, with rapidly developing exposures emerging from everything from subprime to Chinese Drywall, insuring risks has never been more complex. At this program our faculty will provide an overview of the recent developments in all areas of insurance law, from property to product liability and from health care to professional liability.

**Co-Chairs**

Suzan F. Charlton, Covington & Burling LLP, Washington, D.C.
Laura A. Foggan, Wiley Rein LLP, Washington, D.C.

New York City, #23615 • Cleveland Groupcast Location, #25178
• New Brunswick Groupcast Location, #25608
• Philadelphia Groupcast Location, #25015
• Pittsburgh Groupcast Location, #25016 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #23616, $199

---

**Corporate and Professional Liability Insurance Issues 2010**

**Why You Should Attend**

The subprime meltdown and financial crisis have put added pressure on professional liability and other corporate insurance programs in recent months. Caselaw is developing on important coverage defenses such as recission and the insured vs. insured exclusion. Insuring the corporation and its key personnel has never been more complex. From directors and officers’ coverages to errors and omissions and more, at this program our faculty will provide an overview of the recent developments in all corporate and professional liability insurance law.

**Co-Chairs**

Laura A. Foggan, Wiley Rein LLP, Washington, D.C.
Lorelie S. Masters, Jenner & Block LLP, Washington, D.C.

New York City, #23636 • Cleveland Groupcast Location, #25182
• New Brunswick Groupcast Location, #25612
• Philadelphia Groupcast Location, #25037
• Pittsburgh Groupcast Location, #25098 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #23637, $199

---

**Health Care 2010: Managing Risks in the New Compliance and Enforcement Environment**

**Why You Should Attend**

Health care law is hotter than ever these days, from the new administration’s focus on health care reform to increased fraud and abuse enforcement actions. Join our expert faculty of health care practitioners, government regulators, and policy makers as we examine the current state of health care law and what the future might hold.

This program will cover the broad range of issues confronting you and your clients today: structuring compliant relationships with health care providers and clinical investigators; health care reform developments, including comparative effectiveness and compliance initiatives; scientific discourse and promotional guidelines affecting FDA-regulated products; federal and state compliance and investigation issues, including issues arising under disclosure, false claims, anti-kickback, and Stark laws; as well as ethical issues in advising clients in the health care industry.

**What You Will Learn**

• Scientific discourse versus off-label promotion
• Emerging issues regarding internet and new social media
• State and federal financial disclosure requirements (pending Physician Payments Sunshine Act of 2009)
• Codes of conduct and other guidance
• Case Studies
• Legal and ethical issues in clinical studies
• Health care reform: expanded authority and initiatives, funding, enhanced enforcement tools, and agency operational changes
• Compliance function: structuring and organizing a compliance program, internal auditing, self-disclosure, running an investigation

**Chairs**

Susan W. Berson, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Washington, D.C.
Ellen J. Flannery, Covington & Burling LLP, Washington, D.C.

New York City, #23299 • New Brunswick Groupcast Location, #25623
Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #23300, $199

---

To Register/Order, Call (800) 260-4PLI
Taxation of Financial Products and Transactions 2010

New York City and Live Webcast, www.pli.edu, April 12
Philadelphia and Pittsburgh Groupcast Locations, April 12

Why You Should Attend
In the current economically challenging environment, financial products can produce unexpected tax results. The IRS is increasing its scrutiny in this area, and has been focusing on both domestic and cross-border financial transactions. The special rules in this area can easily trip up the uninitiated, even in seemingly routine business and investment transactions. At this program, an outstanding group of law firm and accounting firm lawyers, in-house tax advisors, and government speakers will explore both long-standing and emerging tax issues arising in the area of financial products and transactions, with a special emphasis on international transactions.

What You Will Learn
• Recent guidance in financial transactions
• Credit default swap review and update
• Hot topics in mark-to-market accounting
• Financial transactions under international financial reporting standards
• Debt-for-debt exchanges in troubled times
• U.S. withholding tax on derivative instruments

Who Should Attend
Attorneys at law and accounting firms who advise clients on financial transactions and products; in-house tax professionals who help structure transactions and make FIN 48 determinations; investment bankers who want a better understanding of the tax rules governing financial products and transactions; accountants who work in the area of financial products; and government attorneys who want to keep up with what is happening in the marketplace.

Chair
Matthew A. Stevens, Alston & Bird LLP, Washington, D.C.
Program Attorney: Stacey L. Greenblatt

New York City, #23622 • Philadelphia Groupcast Location, #25056
• Pittsburgh Groupcast Location, #25057 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #23623, $199

Tax Planning for Domestic & Foreign Partnerships, LLCs, Joint Ventures & Other Strategic Alliances 2010

Chicago, May 12-14
New York City, May 25-27
San Francisco, June 16-18

Why You Should Attend
This three-day seminar will trace the partnership tax rules from the birth of the partnership through its operating life, with emphasis on tax issues and planning strategies and opportunities, and then, since for one reason or another such ventures frequently unwind either before or after satisfying their purpose, will focus on exit strategies and tax planning possibilities in unwinding. Special attention will also be given to planning under recently finalized sets of regulations and proposed regulations and to changes wrought by recent legislation and legislative proposals. Speakers from Treasury and the IRS will be joining a number of the more advanced panels in order to discuss cutting-edge issues. Finally, the entire afternoon of the third day will be committed to international joint venture tax planning, including the use of hybrids and, therefore, is intended to be quite advanced.

What You Will Learn & Special Features
• The benefits and detriments of choosing the partnership form
• Effects of the final check-the-box regulations
• Planning for joint ventures of operating businesses
• Special partnership tax accounting rules
• Insiders and outside partnership basis rules
• Transactions between the partnership and partners, including exit strategies
• Nonliquidating and liquidating partnership distributions
• Partnership terminations under the final regulations
• Partnership mergers and divisions under the final regulations
• Analysis and use of single-owner LLCs in corporate acquisitions and otherwise
• Utilizing limited liability companies in a consolidated return context
• Structuring issues for private equity funds
• Update on the economic substance doctrine, recent tax shelter cases and legislation, preparer penalties, attorney-client privilege and work-product doctrine, ethical considerations
• Inside tax counsel on forming and operating a joint venture
• Session featuring IRS and Treasury representatives on the government perspective on key partnership issues
• International check-the-box planning, including government panelists
• Effects of recent or proposed tax legislation
• Pending regulatory proposals

Co-Chairs
Louis S. Freeman, Skadden, Arps, Slate, Meagher & Flom LLP, Chicago
Clifford M. Warren, Kohlberg Kravis Roberts & Co., New York City

Program Attorney: Stacey L. Greenblatt

Chicago, #23643 • New York City, #23644 • San Francisco, #23645
Program Fee: $2,295
Privileged Member Fee: $0*
Multi-Volume Course Handbook only, #23646, $1,595
Multi-Volume Course Handbook on CD-ROM only, #23647, $1,595
Multi-Volume Course Handbook and CD-ROM, #23648, $1,695

Register/Order Online at www.pli.edu/LAF0
CALENDAR OF EVENTS

FEBRUARY

1-2
PLI's Law Firm Leadership and Management Institute 2010
New York City & Live Webcast, Page 15

3
Advising Nonprofit Organizations 2010
New York City, Cleveland Groupcast Location & Live Webcast, Page 40

4
Contests for Corporate Control 2010: Current Offensive & Defensive Strategies in M&A Transactions
New York City, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 2

5
Green Technology Law and Business 2010: Legislation, Financing, Carbon Trading and Sustainability
New York City, Page 22

6-6
The SEC Speaks in 2010
Washington, D.C. & Live Webcast, Page 4

8
Antitrust & the Deal 2010
New York City, Cleveland, Philadelphia, and Pittsburgh Groupcast Locations & Live Webcast, Page 36

9
Antitrust Counseling & Compliance 2010
New York City, Cleveland, Philadelphia, and Pittsburgh Groupcast Locations & Live Webcast, Page 36

10
Managing Wage & Hour Risks 2010
New York City, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 16

11-12
Reissue and Reexamination Strategies and Tactics with Concurrent Litigation
San Francisco & Live Webcast, Page 27

13
Secured Transactions 2010: What Lawyers Need to Know About UCC Article 9
New York City, Cleveland, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 29

Drafting Corporate Agreements 2010
San Francisco, Page 2

14
REIT and Real Estate M&A Restructurings and Recapitalizations 2010
New York City, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 33

15
Presentation Skills for Attorneys 2010
New York City, Page 40

16
Ethics for the Negotiating Lawyer 2010
New York City & Live Webcast, Page 40

19-20
Bridge-The-Gap I
New York City, Page 40

21-22
Intellectual Property Issues in Business Transactions 2010
New York City, Page 22

25-26
Advanced Licensing Agreements 2010
San Francisco & Live Webcast, Page 23

27
Leveraged Financing 2010
New York City, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 6

28
Drafting Corporate Agreements 2010
Chicago, Page 2

MARCH

1-2
4th Annual Patent Law Institute
New York City, Page 27

3
Broadband and Cable Industry Law 2010
San Francisco & Live Webcast, Page 32

4
Consumer and Small Business Bankruptcy 2010
New York City, Boston Groupcast Location & Live Webcast, Page 31

5-5
Commercial Real Estate Financing 2010: How to Handle Defaults, Distress, Maturities and Stacks of Debt
New York City & Live Webcast, Page 34

6
Trademark Aspects of Pharmaceutical and Biotech 2010
San Francisco & Live Webcast, Page 25

7
How to Prepare an Initial Public Offering 2010
New York City & Live Webcast, Page 6

8
Advanced Deposition Techniques 2010
San Francisco & Live Webcast, Page 39

9
A Guide to Financial Institutions 2010: Navigating the New Landscape
New York City, New Brunswick Groupcast Location & Live Webcast, Page 30

10
Patent Litigation for the Non-Specialist
San Francisco & Live Webcast, Page 29

11-12
Doings Deals 2010: Understanding Transactional Practice
New York City, Boston, Cleveland, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 7

13
Venture Capital 2010: Nuts & Bolts
New York City, Boston, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 7

14
Commercial Real Estate Financing 2010: How to Handle Defaults, Distress, Maturities and Stacks of Debt
San Francisco, Page 34

15
Reissue and Reexamination Strategies and Tactics with Concurrent Litigation
Chicago, Page 27

16
Government Contracts Workshop 2010
New York City & Live Webcast, Page 14

17
California Hiring and Firing Update: New Traps, New Laws
San Francisco & Live Webcast, Page 16

18-19
Counseling Clients in the Entertainment Industry 2010
New York City, Cleveland, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 23

20-21
Pi’s Patent Bar Review
Chicago, Page 26

APRIL

5
International Estate & Tax Planning 2010: Advanced Elements of Planning for the International Private Client
New York City, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 37

6
Commercial Real Estate Workouts and Restructurings 2010
New York City, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 34

7
Winning Strategies for Managing Your Career During Difficult Times 2010
San Francisco, Page 40

8-9
Investment Management Institute 2010
New York City, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 8

10
15th Annual Consumer Financial Services Institute
Chicago, Page 29

11
Current Developments in Federal Civil Practice 2010
New York City, Cleveland Groupcast Location & Live Webcast, Page 38

12
California Hiring and Firing Update: New Traps, New Laws
San Francisco & Live Webcast, Page 16

13-14
Counseling Clients in the Entertainment Industry 2010
New York City, Cleveland, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 23

15
Government Contracts Workshop 2010
New York City & Live Webcast, Page 14

16
California Hiring and Firing Update: New Traps, New Laws
San Francisco & Live Webcast, Page 16

17-18
Counseling Clients in the Entertainment Industry 2010
New York City, Cleveland, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 23

19
Basic Immigration Law
New York City & Live Webcast, Page 40

20
Green Real Estate Summit 2010: What Attorneys, Developers, Regulators, Tenants & Lenders Need to Know
New York City, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 35

21
22nd Annual Elder Law Institute
New York City & Live Webcast, Page 40

22-23
4th Annual Patent Law Institute
San Francisco & Live Webcast, Page 27

24
International Arbitration 2010
New York City, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 38

25
Advanced Licensing Agreements 2010
New York City, Page 23

26
Commercial Real Estate Financing 2010: How to Handle Defaults, Distress, Maturities and Stacks of Debt
Chicago, Page 34

27
Financial and Reporting Issues for Nonprofit Organizations 2010: What Attorneys Need to Know
New York City & Live Webcast, Page 40

28-29
March 31 – April 1
Asset Based Financing in Today’s Economy
New York City, Boston, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations & Live Webcast, Page 29

20
To Register/Order, Call (800) 260-4PLI
Intellectual Property Issues in Business Transactions 2010†

New York City, January 21-22

Why You Should Attend
This program gives attendees the tools they need to assess intellectual property as a strategic asset, to consider opportunities to monetize it, and to structure business transactions so as to match business goals and avoid costly missteps. Topics to be covered will include IP portfolio review and management, licensing, valuation, and enforcement. The expert faculty will also review joint development, bankruptcy, tax and due diligence issues. And as a special feature this year, we have added two panels covering the topics of due diligence and licensing from the perspectives of experts who will share their extensive experiences in the information technology, biotech and media/entertainment industries.

What You Will Learn
• How to identify the intellectual property a business should own
• How to monetize intellectual property assets
• Tips for licensing in and licensing out intellectual property
• How and when to enter strategic alliances and engage joint venture partners
• Key due diligence issues for buyers and sellers of intellectual property
• How to administer and finance an effective enforcement program
• Ethics issues arising in transactions related to intellectual property

Who Should Attend
This program is designed for corporate counsel, intellectual property attorneys, corporate attorneys, intellectual property asset managers and others who need to know how to identify and address key intellectual property issues that arise in corporate transactions.

Program Series Chair
Steven I. Weisburd, Dickstein Shapiro LLP, New York City

Co-Chairs
Eric A. Prager, K&L Gates, New York City (New York City only)
Edwin H. Taylor, Blakely Sokoloff Taylor & Zafman LLP, Sunnyvale, California (San Francisco only)

Program Attorney: Seema Lal Meehan
New York City, #22542 • San Francisco, #22543 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #22544, $199

Footnote Key:
*No additional fee for Privileged Members. Program fees are covered under your Privileged Member agreement.
†Transitional CLE course: For newly admitted attorneys during the first two years after admission to the Bar of the State of New York.
‡Webcast attendees: Please register online prior to program date.
§Boston Groupcast Location will be a live broadcast from the New York City session and co-sponsored by the Massachusetts CLE.
∥New Brunswick Groupcast Location will be a live broadcast from the New York City session and co-sponsored by the New Jersey Institute for Continuing Legal Education.
¶Philadelphia and Pittsburgh Groupcast Locations will be a live broadcast from the New York City session and co-sponsored by the Pennsylvania Bar Institute.
†Cleveland Groupcast Location will be a live broadcast from the New York City session and co-sponsored by the Cleveland Metropolitan Bar Association.

Green Technology Law and Business 2010:
Legislation, Financing, Carbon Trading and Sustainability†

New York City, February 5
San Francisco and Live Webcast, www.pli.edu, February 22

Why You Should Attend
Climate change is not just a change in greenhouse gases — it is also about change in the political, social, legal and financial climate for operating a business. Developments in Green Technology make it practical, advantageous and timely for businesses of all sizes to adopt Green Technology products, services and practices to increase energy efficiency and reduce costs, reduce emissions, implement sustainability and carbon neutral practices, trade carbon credits, increase energy efficiency and achieve other business benefits. This year legislation is particularly important. New and planned laws and regulations will affect virtually every business. As the investment climate for alternative energy and energy control technologies matures, government funding plays an increasingly important role. As new technologies and business practices emerge, it is critical for lawyers and other professionals to stay current with developments in the United States and abroad in order to manage their organizations’ challenges and take advantage of new opportunities.

What You Will Learn
• Direct and indirect business opportunities presented by the energy aspects of the Stimulus legislation
• How to apply for, access and benefit from Green Technology tax credits, loans and other government incentive programs
• The changing financial landscape for investing in wind, solar, renewable energy, emissions control, clean technology and other GreenTech companies; and new strategies for raising debt and equity
• Special issues for start-up companies and due diligence issues for their investors
• IP as protection for, and a barrier to, Green Technology companies
• Critical legislative developments, proposals and policy trends
• Carbon credit trading under the U.S. and Kyoto regimes
• How corporations will measure their carbon footprint and establish carbon neutral and sustainability policies, and impose them on their supply chain

Who Should Attend
This program is specifically designed for in-house counsel, lawyers in private practice, professional advisers and others who advise companies: that are developing and implementing legal and business strategies for Green Technology; complying with climate control regulation; seeking to raise capital from private equity, venture capital, markets and government sources; creating and trading carbon credits; investing in and forming strategic alliances with Green Technology companies; buying Green Technology products, services and IP; developing carbon neutral and Green corporate responsibility policies; and litigating Green Technology disputes.

Co-Chairs
William A. Tanenbaum, Kaye Scholer LLP, New York City
Mitchell Zuklie, Orrick, Herrington & Sutcliffe LLP, Menlo Park, California

Program Attorney: Tamara C. Kiwi
New York City, #22735 • San Francisco, #22736 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #22737, $199

Footnote Key:
*No additional fee for Privileged Members. Program fees are covered under your Privileged Member agreement.
Advanced Licensing Agreements 2010
New York City, March 25-26
Chicago, April 26-27

Why You Should Attend
Companies have always used licensing to obtain technology and content outside their core areas or at lower cost, and/or to monetize their own offerings. In the current era of falling budgets and the need to replace lost revenue, this has become more important than ever. Whether licensing patents, copyrights, trade secrets or trademarks, the ability to structure, draft and negotiate complex license agreements is critical to a successful transaction. This program is designed to address some of the more complex as well as practical issues that arise in drafting and negotiating IP licenses. The program will feature updates on current legal developments, best practices, negotiating frequently contested issues, identifying and avoiding common pitfalls, keeping the relationship on track, litigation planning and avoidance, and ethics. The speakers will illustrate both outside counsel and in-house perspectives.

What You Will Learn
• Learn best practices for drafting patent and technology licenses
• Understand critical issues in software licensing and open source licenses
• Receive pointers on strategic alliances and other joint development agreements
• Get guidelines for effective trade secret licensing
• Analyze important issues in international licensing
• Obtain guidance on copyright, content, and trademark licensing
• Master negotiation strategies

Special Features
• Treatment of IP licenses in bankruptcy
• In-depth panel discussion of a complex technology license
• In-depth mock negotiation of a complex content license
• Earn Ethics credit

Who Should Attend
This advanced program is focused on those who already have experience in the substantive area of intellectual property law, and who devote a substantial amount of their practice to licensing.

Co-Chairs
Ira J. Levy, Goodwin Procter LLP, New York City
Joseph Yang, PatentEsque Law Group LLP, Menlo Park, California
Program Attorney: Tamara C. Kiwi
San Francisco, #22753 • New York City, #22754 • Chicago, #22755
Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: Two Volumes, #22756, $229

Register/Order Today!
For Fast Service:
WEB: www.pli.edu/LAF0
CALL: (800) 260-4PLI
FAX: (800) 321-0093
MAIL in Registration Form on inside back cover.

Counseling Clients in the Entertainment Industry 2010†
New York City and Live Webcast, www.pli.edu, March 15-17
Cleveland, Philadelphia and Pittsburgh Groupcast Locations, March 15-17

Why You Should Attend
Experienced entertainment attorneys and business executives will discuss legal, financial, business, and ethical issues in the practice of entertainment law.

Day 1 – Overview of Entertainment Law Issues; Television, Video & User-Generated Content; Videogames & Computer Entertainment
The morning session will address high-level issues in entertainment industry transactions and will cover legal and business issues and emerging trends in the television and video industries, including recent developments involving user-generated content. The afternoon session will provide an overview of key negotiating points in videogame production contracts and videogame content and technology license agreements, and will include a mock negotiation of a videogame development agreement.

Day 1 Evening Session – Building an Entertainment Law Practice; Ethics
The evening session will feature a panel addressing how to develop and grow an entertainment law practice. Thereafter, ethical considerations in the practice of entertainment law will be examined.

Day 2 – Sound Recordings; Music Publishing
The morning will be geared toward a basic understanding of an artist-record company agreement with a mock negotiation as the format, and will address current issues and trends in the record industry including digital distribution of sound recordings. The afternoon session will provide a basic understanding of music publishing terms and concepts and will include a mock negotiation of an exclusive songwriter agreement.

Day 3 – Book Publishing; Union & Guild Issues; Film
The morning will provide an overview of book publishing agreements and current developments in the publishing industry. Union and guild issues continue to dominate the headlines of the entertainment industry trade press, and our speakers will explore current high-level issues and what they mean for the future of the industry. The afternoon will provide a basic understanding of motion picture terms and concepts plus advanced film issues involving financing, production and distribution.

Special Feature
Network at the cocktail reception on the evening of Day 1, sponsored by SESAC.

Co-Chairs
Kenneth M. Kaufman, Manatt, Phelps & Phillips, LLP, Washington, D.C.
Howard Siegel, Pryor Cashman LLP, New York City
Program Attorney: Tamara C. Kiwi

Day 1: New York City, #22762 • Cleveland Groupcast Location, #25198
• Philadelphia Groupcast Location, #24950
• Pittsburgh Groupcast Location, #24951 — Program Fee: $950
Day 2: New York City, #22763 • Cleveland Groupcast Location, #25199
• Philadelphia Groupcast Location, #24958
• Pittsburgh Groupcast Location, #24959 — Program Fee: $895
Day 3: New York City, #22775 • Cleveland Groupcast Location, #25200
• Philadelphia Groupcast Location, #24962
• Pittsburgh Groupcast Location, #24963 — Program Fee: $895

Attend All Three Days for $1,895
All Three Programs: New York City, #22781
• Cleveland Groupcast Location, #25197
• Philadelphia Groupcast Location, #24944
• Pittsburgh Groupcast Location, #24945

Privileged Member Fee: $0*
Course Handbook: Two Volumes, #22763, $229

Register/Order Online at www.pli.edu/LAF0
Information Technology Law Institute 2010: Opportunities in Cloud Computing, Blogs, Brand Protection and Targeted Marketing

San Francisco and Live Webcast, www.pli.edu, 1 April 15-16
New York City, May 17-18

What You Will Learn
Managing the business risks of social networking; How to protect against brand counterfeiters in cyberspace; How to protect intellectual property in bankruptcy and insolvency actions; New business parameters for M&A and venture capital; Monetizing intellectual property by using a creative approach to IP portfolios; Implementing cloud computing as the new model for lower cost computing; Benefits and risks of mobile commercial transactions; Strategic use of behavioral marketing online

Who Should Attend
Technology and intellectual property lawyers, in-house counsel and outside counsel, and all lawyers, business professionals, computer professionals and information managers who need to be on the cutting-edge of legal changes in IT law.

Co-Chairs
Peter Brown, Baker & Hostetler LLP, New York City
Leonard T. Nuara, Greenberg Traurig, LLP, Florham Park, New Jersey

Cloud Computing 2010: Is Your Company Ready?

San Francisco and Live Webcast, www.pli.edu, 1 June 23, 2010

New Program!

What You Will Learn
Basics of Cloud Computing technology, including differing platforms and costing models; How to establish and evaluate performance and reliability; How to protect corporate assets, including intellectual property and trade secrets; Compare contracting models: traditional licensing only versus service delivery versus hybrids; Methods to address privacy and data security issues, including cross-border data transfer; How to prepare for and respond to e-Discovery obligations and governmental investigation inquiries; Alternatives in disaster recovery/business continuity planning; How to grapple with jurisdictional and choice of law decisions

Who Should Attend
Technology and intellectual property lawyers, in-house counsel and outside counsel, and all lawyers, business professionals, computer professionals and information managers who need to be on the cutting-edge of legal changes in IT law.

Co-Chairs
Peter Brown, Baker & Hostetler LLP, New York City
Leonard T. Nuara, Greenberg Traurig, LLP, Florham Park, New Jersey

Advanced Seminar on Trademark Law 2010

New York City and Live Webcast, www.pli.edu, 1 April 29
Cleveland Groupcast Location, 1 April 29

Why You Should Attend
Up-to-date knowledge of current trends and case law involving trademarks is essential for corporate and law firm attorneys who specialize in or often find themselves involved in this critical area of intellectual property.

What You Will Learn
Overview of important 2009-2010 federal court and TTAB decisions; Update on keyword-triggered advertising liability; Declaratory judgment actions: using the bazooka while avoiding the landmines; Who owns the rights to Oldsmobile, Pontiac, Bear Stearns, and other "retired" brands? Brands on the silver screen, the TV screen, and the computer screen; What’s next for ICANN, new gTLDs, internationalized TLDs, and Internet domain name governance? Issues for clients and counsel when liability insurance kicks in (or doesn’t); Licensing best practices

Co-Chairs
Kieran G. Doyle, Cowan, Liebowitz & Latman, P.C., New York City
Sheldon H. Klein, Ardent Fox LLP, Washington, D.C.

Advanced Seminar on Copyright Law 2010

New York City and Live Webcast, www.pli.edu, 1 April 30
Cleveland Groupcast Location, 1 April 30

Why You Should Attend
Copyright law has become an increasingly complex area in the face of new technologies and new ways of doing business. To help you keep up-to-date and provide the sophisticated, pragmatic legal advice your clients expect, PLI has brought together a group of leading experts on copyright law.

What You Will Learn
Explore fair use, including Salinger and Rowling; Understand statutory damages; Learn about secondary liability; Obtain must-read copyright licensing case law; Get up-to-date on critical issues in the Google Book Settlement; Navigate Internet issues and developments; Get guidelines for injunctions after eBay; Explore ownership issues

Chair
Richard Dannay, Cowan, Liebowitz & Latman, P.C., New York City

Program Attorney for both programs in this column: Tamara C. Kiwi

New York City, #23473 • Cleveland Groupcast Location, #25202
Program Fee: $995
Course Handbook: #23474, $199

Privileged Member Fee for both programs in this column: $0*

Attend Both Programs and Save $395!

New York City, #23489 • Cleveland Groupcast Location, #25203
Program Fee: $1,595
Privileged Member Fee: $0*
IP Monetization 2010
San Francisco and Live Webcast, www.pli.edu, May 6-7

Why You Should Attend
Intellectual property (“IP”) comprises some of the most valuable commercial assets in today’s economy. Companies and investors are increasingly seeking ways to monetize IP assets, with the current economic environment intensifying these efforts. IP Monetization 2010 is designed to help both those new to, and those already involved in, IP monetization get up-to-date on this important topic, including timely updates on the latest trends and developments.

IP monetization techniques will be explained, current trends and developments will be reviewed in depth, and important recent case law developments will be analyzed. Additionally, attendees will learn the various ways in which IP is valued and receive valuable practical insights from both in-house and IP marketplace participants.

What You Will Learn
• Learn the various IP monetization techniques
• Discover the current trends and developments in IP monetization
• Learn about relevant recent case law developments
• Learn the methodologies for valuing IP
• Gain valuable insights and tips from both “in-house” lawyers and IP managers, from IP aggregators and from intermediaries such as IP brokers and investment bankers

Who Should Attend
In-house corporate, financing and IP counsel, corporate IP and knowledge managers, financing professionals, as well as practitioners who need to learn or get up to speed on the latest developments in this field.

Chair
Jose A. Esteves, Skadden, Arps, Slate, Meagher & Flom LLP, New York City

Program Attorney: John M. Mola
San Francisco, #24160 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #24161, $199

Eleventh Annual Institute on Privacy and Data Security Law
San Francisco and Live Webcast, www.pli.edu, May 24-25

Why You Should Attend
This program focuses on critical issues of information privacy, security and data protection faced by all companies. The Internet and other evolving information technologies, wired and wireless, have prompted the development of powerful tools for the collection, processing, storage and use of personal information. These trends create numerous issues regarding limitations on corporate rights to use that information and obligations to protect it from a variety of new risks and vulnerabilities. Legislators, regulators and the courts are rapidly developing new law and compliance obligations to address the privacy and security implications of the information economy. This annual conference focuses on these developments with the goal of keeping attorneys and other privacy professionals informed and up-to-date in this complex and dynamic area of laws and regulations.

What You Will Learn
• The latest federal and state legislation, regulations and decisions regarding privacy and security
• Foreign developments in data protection law and their impact on U.S. companies
• The current priorities of the FTC and the State Attorneys General
• The unique issues of privacy in the workplace, including privacy of workplace communications and monitoring
• Information privacy and security issues raised by modern tools, such as cloud computing, social networking, social texting
• Best practices in managing security breach risks
• The latest legislative developments pertaining to information security requirements
• How to respond to Government requests for information
• Ethical and privilege issues for lawyers in using information technology
• Evolving online data collection and marketing techniques and their impact on privacy law
• News from the future: what privacy and security law will look like five years from now

Special Features
• Update on the federal and state laws affecting corporate obligations to protect the privacy and security of personal information
• Panel of FTC and State Attorney General representatives

Co-Chairs
Francoise Gilbert, IT Law Group, Palo Alto (Chicago and San Francisco only)
John B. Kennedy, Dewey & LeBoeuf LLP, New York City (New York City only)
Thomas J. Smedinghoff, Wildman Harrold LLP, Chicago (Chicago only)
Lisa J. Sotto, Hunton & Williams LLP, New York City (New York City only)

Program Attorney: Lauren J. Esposito
San Francisco, #22880 • New York City, #22881 • Chicago, #22882
Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: Two Volumes, #22883, $229

Trademark Aspects of Pharmaceutical and Biotech 2010
San Francisco and Live Webcast, www.pli.edu, March 5

Co-Chairs:
Anne E. Aikman-Scalese, Waterfall, Economidis, Caldwell, Hanshaw & Villamana, P.C., Tucson
Norman P. (Nick) Soloway, Hayes Soloway, P.C., Tucson

Program Attorney: John M. Mola
San Francisco, #25387 — Program Fee: $595
Privileged Member Fee: $0*
Visit www.pli.edu/LAF0 for more details.
Understanding Copyright Law 2010†

Chicago, June 17
San Francisco, July 12
New York City and Live Webcast, www.pli.edu,† July 19
Philadelphia and Pittsburgh Groupcast Locations,† July 19

Why You Should Attend & What You Will Learn
Hotly contested DVD-burning issues, the use of J.D. Salinger’s character Holden Caulfield in a book that Salinger did not write, and a YouTube clip of a baby dancing to Prince’s “Let’s Go Crazy” made copyright headlines last year. If a similar issue had arisen for your company or your client, would you have been prepared?

This fast-paced program will cover the mainstay principles of copyright law, protectable subject matter, a primer on copyright litigation, and defense strategies as fair use. Hot issues in copyright law including a review of the latest cases, the DMCA and issues unique to the Internet will also be discussed.

Co-Chairs
I. Fred Koenigsberg, White & Case LLP, New York City (New York City only)
E. Leonard Rubin, Guerney & Harrow, Ltd., Chicago (Chicago only)
Katherine C. Spelman, Cobalt LLP, Berkeley, California (San Francisco only)

Chicago, #22800 • San Francisco, #22801 • New York City, #22802
• Philadelphia Groupcast Location, #25499 • Pittsburgh Groupcast Location, #25500
Program Fee: $995
Course Handbook: #22803, $199

Understanding Trademark Law 2010†

Chicago, June 18
San Francisco, July 13
New York City and Live Webcast, www.pli.edu,† July 20
Philadelphia and Pittsburgh Groupcast Locations,† July 20

Why You Should Attend & What You Will Learn
Did you know that the word zipper was originally a trademark? That mark became generic years ago, but what does that really mean? This is just one of many fundamental principles you will learn at this nuts and bolts program.

The program will feature critical discussions of the most important principles of trademark law and unfair competition, including statutory framework, policy objectives, a review of the latest cases, infringement processes, strategies, and remedies.

Who Should Attend These Programs
This seminar is designed as an introduction for attorneys with limited experience in copyright and/or trademark law and as a review and update for those who need to reacquaint themselves with intellectual property practice and procedure.

Co-Chairs
Lynn S. Fruchter, Cowan, Liebowitz & Latman, P.C., New York City (New York City only)
Jeffery A. Handelman, Brinks Hofer Gilson & Lione, Chicago (Chicago only)
Anne Haring Hocking, Law Office of Anne Haring, San Rafael, California (San Francisco only)

Program Attorney for both programs in this column: Seema Lal Meehan
Chicago, #22835 • San Francisco, #22836 • New York City, #22837
• Philadelphia Groupcast Location, #25501 • Pittsburgh Groupcast Location, #25502
Program Fee: $995
Course Handbook: #22838, $199

PLI’s Patent Bar Review

Washington, D.C., January 6-10
Chicago, March 17-21
New York City, May 12-16
Southern California, June 16-20

Chaired by John M. White
The Patent Bar Exam is now “On-Demand.” Your review course should be, too! We have far more live locations and far more Homestudy options than any other course provider.

Check www.patentbarreview.com for details on all live courses.
Also available as a Homestudy Course on CD-ROM, DVD, and Audio CD.

Why You Should Attend
As a candidate for the PTO Exam, you’re focused on passing the Exam. Everything in PLI’s Exam-focused review — the interactive testing software, the course materials, the lectures — is designed to help you pass the Exam.

Get Outstanding Course Materials
• PatWare — Our exclusive interactive testing software has been updated and expanded to track more closely the computer-based format and content of the Exam. PatWare enables you to practice in all areas of the MPEP tested on the Exam or focus on specific chapters . . . customize practice exams quickly and easily . . . get instant feedback on answers, including full MPEP-based coverage of any question . . . and monitor your progress by chapter.
• Exam-Focus Study Guide — Gives you Exam tips and suggested study approaches for every section of the MPEP tested on the Exam . . . data on the types of questions, and weighted coverage of material according to its importance. Includes all materials currently being tested on the Exam.
• Key Word Glossary — Familiarize yourself with the jargon-driven environment of patent preparation and prosecution.
• Learn-by-Doing Exercises and Practice Exam Materials — Strengthen your understanding of material and test-taking strategies, including time management.
• FREE BONUS — As a full course registrant, you’ll receive all lectures in advance on Audio CDs at no extra cost.

Chair and Principal Lecturer
John M. White, PLI’s Director of Patent Professional Development; Developer of the Patent Office’s “Patent Law & Evidence Course” for all PTO Examiners; Former Patent Examiner and Special Assistant to the Commissioner of Patents and Trademarks; Adjunct Professor, John Marshall Law School (Chicago).

Program Attorney: Mark D. Dighton

To Register for PLI’s Patent Bar Review, call (888) 296-5973, fax (888) 560-4852 or visit www.patentbarreview.com

Live or Homestudy Course — Program Fee: $2,675

Includes Course Materials. Students and PLI Members receive a discount.
Reissue and Reexamination Strategies and Tactics with Concurrent Litigation

San Francisco and Live Webcast, www.pli.edu, January 11-12
New York City, February 11-12
Chicago, March 11-12

Why You Should Attend
The substantial costs and uncertainty of patent litigation require the development of alternative case management strategies. With the emergence of contingency-based patent litigation and the proliferation of non-practicing entities or “trolls,” patent reexamination, in many cases, is a cost-effective strategy for defendants seeking to derail a litigation or limit damage exposure. For example, an early filing of a reexamination may enhance the prospects of staying any related litigation. An active reexamination may facilitate settlement on terms favorable to the third party, create intervening rights, or provide new non-infringement and/or estoppel theories. Similarly, patent owners may leverage reexamination or reissue to inoculate patents from third-party attacks and/or to strengthen their patent portfolio in anticipation of litigation. This program provides comprehensive coverage of reissue and reexamination strategies and tactics with concurrent litigation. The program is taught by a faculty of judges, lawyers, and industry leaders who have earned national reputations in patent litigation and in post-grant proceedings at the U.S.P.T.O.

What You Will Learn

- Best practices and strategic considerations for ex parte and inter partes reexamination from the perspective of both third parties and patent owners
- Key considerations impacting the selection of ex parte or inter partes reexamination as an alleged infringer or potential infringer
- The benefits of a patent owner initiated ex parte reexamination
- Strategic use of reissue practice and merged proceedings as a defensive tactic
- Insight into the organization, operation and procedures of the U.S.P.T.O.’s Central Reexamination Unit
- Ethical considerations impacting reissue and reexamination proceedings with (or without) concurrent litigation
- The current state of reexamination concurrent with litigation including
  - empirical studies
  - view from the bench
- The role of reexamination as component of a litigation strategy

Who Should Attend

- Patent owners and investors involved in patent litigation or considering the initiation of patent litigation
- Corporate counsel responsible for managing a patent portfolio and responding to third party inquiries
- Patent litigators advising clients in disputes that involve or may lead to litigation
- Patent professionals representing others before the U.S.P.T.O. in the areas of reexamination and reissue

Co-Chairs
W. Todd Baker, Oblon, Spivak, McClelland, Maier & Neustadt, PC (Chicago only)
Stephen G. Kunin, Oblon, Spivak, McClelland, Maier & Neustadt, PC (San Francisco and New York City only)
Gerald M. Murphy, Jr., Birch, Stewart, Kolasch & Birch, LLP (New York City only)
Leonard Richard Svensson, Birch, Stewart, Kolasch & Birch, LLP (San Francisco and Chicago only)

Program Attorney: John M. Mola
San Francisco, #24974 • New York City, #24975 • Chicago, #24976
Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #24977, $199

4th Annual Patent Law Institute

San Francisco and Live Webcast, www.pli.edu, March 22-23

Why You Should Attend
The U.S. Supreme Court has decided several important patent cases and the Federal Circuit has recently issued many critical decisions. The U.S. Patent and Trademark Office has issued new rules and made significant prosecution practice changes. Recent court decisions and other events have greatly affected numerous aspects of U.S. and international patent licensing and related transactional practice.

PLI’s 4th Annual Patent Law Institute is designed to cover the practice impact of recent developments on all three sub-groups in the patent law community: patent prosecutors, patent litigators, and patent transactional lawyers. The two-day schedule includes 6 one-hour plenary sessions of broad interest to patent lawyers and a separate breakout track for prosecution, litigation and transactional practices. Each track features 6 one-hour breakout sessions focused on each of the 3 patent practice sub-groups. In just two days, you will learn the important developments and best practices in each area. Design the Institute schedule that best meets your individual practice needs.

What You Will Learn

- Master the recent Supreme Court and Federal Circuit decisions, and subsequent District Court applications of those decisions
- Understand the current status of PTOLaw, rule and practice changes
- Learn the changes in business method and software patents post-Bilski
- Witness a unique judges panel discussing recent appellate decisions and the impact on pending litigation
- Learn the hot patent business and legal concerns of outstanding corporate counsel
- Earn one hour of Ethics credit

Prosecution breakout track: a PTOLaw, rule and practice changes update; new appeals and OED rule packages; what new rule and prosecution initiatives and patent reform to expect with the new administration and Congress; PTO biotech/pharma trends; how to successfully transition to paperless patent prosecution.

Litigation breakout track: litigation at the patent-antitrust interface; e-Discovery best practices; infringement remedies; the latest facts and figures on the hot patent litigation venues; expert insights on trial presentation.

Transactional/Strategic breakout track: using opinions of counsel post-Seagate; critical business considerations of a license agreement, including the effects of Quanta; hot technology transfer and licensing issues; inter partes reexamination; 27 hidden dangers in your patent license agreement.

Who Should Attend
Patent litigators, patent prosecutors and patent transactional lawyers, both in-house and outside counsel, do not want to miss PLI’s Patent Law Institute. In just two days, you will learn all of the recent developments you need to adjust your practice to the new environment.

Co-Chairs
Scott M. Alter, Faegre & Benson LLP, Denver
Douglas R. Nemeck, Skadden, Arps, Slate, Meagher & Flom LLP, New York City
John M. White, Director, Patent Professional Development, Practising Law Institute, Waterford, Virginia

Program Attorney: John M. Mola
New York City, #24076 • San Francisco, #24077 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: Two Volumes, #24078, $229

Register/Order Online at www.pli.edu/LAF0
Fundamentals of Patent Prosecution 2010:
A Boot Camp for Claim Drafting & Amendment Writing

New York City, June 16-18
San Francisco, July 7-9

A PLI Basic Patent Program to Help You on Your Way
This three-day program is directed to patent attorneys, litigation attorneys and patent agents with little patent experience. It will focus on teaching the basics of claim drafting, patent application preparation and prosecution, as well as a review of recent developments in the law. It is designed to provide a practical and solid foundation on which to build a stronger professional patent practice. The clinics offer a unique supplement to the kind of mentoring that senior attorneys are hard-pressed to provide to less experienced attorneys and agents.

Structure
This three-day program will feature lectures each morning followed by small clinic sessions in the afternoon. Both the lecture sessions and the clinics will follow the patent application process — from invention disclosure and patent preparation (Day 1), through prosecution and issuance (Day 2), and into litigation (Day 3). Homework is different for each program and is specially designed to complement the New York and San Francisco programs. An email confirmation will be sent to all registrants, which will include login information for the PLI XChange website, where you can download the homework. Homework must be completed and submitted upon registering on-site at the program.

The lectures are designed to provide a review of the patent preparation and prosecution process and explain:
• How to interview the inventor
• How to identify the invention
• How to decide what elements of the invention should be included in the patent
• How to prosecute an application to result in allowance of an enforceable patent
• How to interview an Examiner
• How to use reissues, reexaminations and other post-issuance proceedings
• How to anticipate patent litigation issues during the patent prosecution process

Practical Special Features
• Morning lectures on critical patent application topics
• One-of-a-kind, one-on-one clinics with experienced patent prosecutors to develop and polish patent writing skills

Co-Chairs
Adda C. Gogoris, Darby & Darby P.C., New York City (New York City only)
Michael A. Molano, Mayer Brown LLP, Palo Alto (San Francisco only)
Louis S. Sorell, Goodwin Procter LLP, New York City (New York City only)
Program Attorney: John M. Mola
New York City, #24112 • San Francisco, #24113 — Program Fee: $1,795
Privileged Member Fee: $0* 
Course Handbook: #24114, $199

New Program — Just Scheduled!
Patent Litigation for the Non-Specialist 2010

San Francisco and Live Webcast, www.pli.edu, March 9

Chair: Ian N. Feinberg, Mayer Brown LLP, Palo Alto
Program Attorney: Seema Lal Meehan
San Francisco, #25049 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #25043, $199

Visit www.pli.edu/LAF0 for more details.

Markman Hearings and Claim Construction in Patent Litigation 2010

New York City and Live Webcast, www.pli.edu, June 30
Philadelphia and Pittsburgh Groupcast Locations, June 30

Why You Should Attend
In the 1996 Supreme Court case Markman v. Westview Instruments, the high court held that “judges, not jurors, are better suited to find the acquired meaning of patent terms.” Trial court judges hold separate proceedings to determine the scope of a patent’s claims. Markman hearings play a key and crucial role in the outcome of patent litigation and also in the drafting and prosecution of patent applications.

Using discussion and demonstration, our expert faculty of judges, PTO officials and practitioners will cover all aspects of claim construction in litigation, including guiding you through each step of a Markman hearing.

Learn how to prepare and prosecute patent applications for appropriate claim construction and successful determinations in litigation.

What You Will Learn
• Overview of Markman and its progeny;
• The promises and the realities of Markman in practice
• Claim construction hearing procedure, strategies and tactics
• How to prepare and prosecute patent applications to obtain appropriate claim construction
• Discovery, timing, alternatives and challenges in multi-patent and multi-party cases
• Evidentiary considerations and the use of demonstratives and other extrinsic evidence
• Use of experts, inventors and masters
• Claim construction from an appellate perspective
• After the Markman hearing — effect on further trial proceedings

Special Features
• Watch a demonstration of an actual Markman hearing
• Hear district judges’ suggestions for effective Markman hearings advocacy

Who Should Attend
Litigators and lawyers in firms who advise clients in patent disputes; general business litigators whose practice includes patent trials; patent prosecutors whose actions in preparing and prosecuting patents are critical in providing support for the proper claim construction; and corporate counsel who will have the responsibility for supervising patent litigation.

Chair
Thomas L. Creel, Law Office of Thomas L. Creel P.C., New York City
Program Attorney: John M. Mola
New York City, #24167 • Philadelphia Groupcast Location, #24966
• Pittsburgh Groupcast Location, #24967 — Program Fee: $1,495
Privileged Member Fee: $0* 
Course Handbook: #24168, $199

Visit www.pli.edu/LAF0 for more details.
Secured Transactions 2010: What Lawyers Need to Know About UCC Article 9†

New York City and Live Webcast, www.pli.edu, ‡ January 13
Cleveland, Philadelphia and Pittsburgh Groupcast Locations, Ⅰ January 13

Why You Should Attend
With bankruptcies and defaults on the rise, properly acquiring a security interest in collateral under UCC Article 9 is crucial. At this program, our expert faculty of UCC practitioners will teach you about the fundamentals of acquiring a security interest, including attachment, perfection (by filing and non-filing methods) and obtaining (and keeping) priority in the collateral of your choice. You will learn how to secure the most common forms of collateral, as well as how to perfect a security interest in some uncommon forms of collateral. Plus, this year we have added two new segments — the forthcoming changes to Article 9 and troublesome state non-uniformities.

Co-Chairs
Sandra M. Rocks, Cleary Gottlieb Steen & Hamilton LLP, New York City
Sandra Stern, Nordquist & Stern PLLC, New York City

Program Attorney: Grace O’Hanlon
New York City, #22609 • Cleveland Groupcast Location, #25187
• Philadelphia Groupcast Location, #24972
• Pittsburgh Groupcast Location, #24973 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #22621, $199

Asset Based Financing in Today’s Economy†

New York City and Live Webcast, www.pli.edu, ‡ March 31-April 1
Boston, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations, Ⅰ March 31-April 1

Why You Should Attend
Asset-based financing allows companies to use their own assets to generate cash flow. In structuring these loans, lenders and their counsel must consider all senior interests in the collateral, as well as the practical difficulties in obtaining payment in enforcement situations.

At this program, you will learn about the most common forms of asset-based financing, including accounts receivable and inventory financing and factoring, and the legal rules governing them, with particular emphasis on UCC Article 9 and the Bankruptcy Code. In addition, our expert faculty will share what they’ve learned in representing secured creditors and borrowers in structuring asset-based loans and in enforcing them inside and outside of bankruptcy. Plus, the faculty will discuss opinion and ethical issues in secured lending transactions.

Chair
Edwin E. Smith, Bingham McCutchen LLP, New York City and Boston

Program Attorney: Grace O’Hanlon
New York City, #22663 • Boston Groupcast Location, #25082
• New Brunswick Groupcast Location, #25616
• Philadelphia Groupcast Location, #24972
• Pittsburgh Groupcast Location, #24973 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #22664, $199

15th Annual Consumer Financial Services Institute

New York City and Live Webcast, www.pli.edu, ‡ February 18-19
Cleveland, New Brunswick, Philadelphia and Pittsburgh Groupcast Locations, Ⅰ February 18-19
Chicago, April 8-9

Why You Should Attend
With the economic stimulus package now in place and the economy beginning to show signs of recovery, Congress, the Federal Reserve Board and the federal and state banking agencies are in the process of enacting new laws and promulgating new regulations which will have a profound effect on banks and other consumer financial services providers for years to come. And more statutes and regulations are certainly on the way.

The Obama administration has proposed the creation of a new Consumer Financial Protection Agency which will be charged with regulating all consumer financial services products and enforcing the full array of federal consumer protection laws. In light of the flood of important activity in the regulatory arena, the 15th Annual Consumer Financial Service Institute will explore the latest regulatory and enforcement developments affecting the consumer financial services industry. This year’s Institute will also cover important developments in class action litigation including analysis of the latest lawsuits filed against mortgage lenders, credit card issuers and other financial services providers, as well as updates on the war over consumer arbitration.

What You Will Learn
• Explore the latest developments at Treasury, the Federal Reserve Board, the Federal Trade Commission and the Department of Housing and Urban Development in the aftermath of the financial crisis
• Examine the types of lawsuits being brought in the aftermath of the economic meltdown, including “change in terms” litigation against credit card issuers and the ongoing array of mortgage litigation
• Get important updates on the latest developments involving the Class Action Fairness Act (CAFA), Real Estate Settlement Procedures Act (RESPA), Fair and Accurate Credit Transactions (FACT) Act, Credit Card Accountability, Responsibility, and Disclosure (CARD) Act and Unfair and Deceptive Practices (UDAP) statutes
• Study the impact of the attorneys general and other regulatory investigations into lending industry practices
• Analyze the implications of significant opinions regarding federal preemption

Who Should Attend
Bankers, lenders and lessors involved with consumer financial services and the lawyers who defend or sue them; lawyers who counsel financial institutions, insurance companies, loan servicers, loan brokers, debt collectors and credit bureaus on litigation and compliance issues.

Co-Chairs
Alan S. Kaplinsky, Ballard Spahr LLP, Philadelphia
John J. Roddy, Roddy Klein & Ryan, Boston
Julia B. Strickland, Stroock & Stroock & Lavan LLP, Los Angeles

Program Attorney: Stacey L. Greenblatt
New York City, #23607 • Cleveland Groupcast Location, #25180
• New Brunswick Groupcast Location, #25610
• Philadelphia Groupcast Location, #24972
• Pittsburgh Groupcast Location, #24973 • Chicago, #23608 — Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #23609, $199

Register/Order Online at www.pli.edu/LAF0
A Guide to Financial Institutions 2010:
Navigating the New Landscape

New York City and Live Webcast, www.pli.edu, March 9
New Brunswick Groupcast Location, March 9

Why You Should Attend

Banks and other financial institutions operating in the United States, the rules and regulations under which they operate, and the public and private expectations governing their business have undergone a dramatic transformation in the aftermath of the financial crisis. The strategic, operating, governance and core legal concerns applicable to financial institutions have always been different than those applicable to non-financial companies. But now those differences have become even sharper and have dramatically raised the stakes for getting things right. With the lessons of the financial crisis, and the opportunities and considerations applicable to the future shape of the new regulatory framework setting in, we are at an important crossroads. Our expert faculty of private and government practitioners will explore the impact of these key considerations and review their implications for advising financial institutions in the current business and regulatory environment.

What You Will Learn

• Study the dramatic changes that have occurred across the financial sector
• Identify the key changes in the regulatory and operating regimes
• Examine the various governmental programs that have been implemented in response to the financial crisis and the benefits, considerations and consequences that have been associated with these programs
• Explore the changes that have been made and the changes that remain on the regulatory horizon
• Survey the current issues on regulatory, enforcement and compliance agendas
• Analyze the unique challenges associated with the implementation of “state of the art” and “best in class” governance and risk management practices
• Examine the impact of the current financial and regulatory environment on mergers and acquisitions activity
• Understand the critical considerations for raising and maintaining capital
• Identify the opportunities and challenges presented by failed and failing institutions
• Discover the ethics and governance challenges facing financial services attorneys in this new environment

Who Should Attend

These issues and more warrant the attention of senior executives, legal and compliance staff, investment bankers, outside counsel, and others involved with domestic and international financial institutions.

Co-Chairs

Mitchell S. Eitel, Sullivan & Cromwell LLP, New York City
Craig M. Wasserman, Wachtell, Lipton, Rosen & Katz, New York City

Program Attorney: Stacey L. Greenblatt

New York City, #24858 • New Brunswick Groupcast Location, #25611
Program Fee: $1,595
Privileged Member Fee: $0*
Course Handbook: #24859, $199

Banking Law Institute 2010

New York City and Live Webcast, www.pli.edu, April 21
Cleveland Groupcast Location, April 21

Why You Should Attend

One year after the global financial system experienced its greatest crisis since the Great Depression, the U.S. Congress and the Obama administration have begun the process of fundamentally transforming the operations and oversight of the financial system. The scope of these reforms is larger than any considered in decades, and will affect every segment of the financial services system. At the same time, federal involvement in the financial system, from TARP funding and compliance rules to FDIC resolution of failing banks, continues to grow. At the Banking Law Institute our expert faculty will provide you with important insight into the transformational changes that have been implemented or are being considered by Congressional regulators and how these will reshape the financial system, as well as a comprehensive update on Federal government involvement in the financial system.

What You Will Learn

• Understand the Federal Government’s plans for industry and regulatory reform
• Review the intricacies of the FDIC’s regulation process and key issues for bidders, including private capital investors
• Survey the changing M&A environment for the financial services industry
• Identify the latest regulatory and prosecutorial enforcement initiatives

Who Should Attend

This program will provide important context for those seeking to understand the financial crisis, as well as an update on the fundamental regulatory and legislative changes that are reshaping our financial system. Senior executives, legal and compliance staff, investment bankers, outside counsel, others involved with domestic and international financial institutions, and individuals seeking a better understanding of banking law will benefit from this program.

Co-Chairs

Lee A. Meyerson, Simpson Thacher & Bartlett LLP, New York City
William J. Sweet, Jr., Skadden, Arps, Slate, Meagher & Flom LLP, Washington, D.C.

Program Attorney: Stacey L. Greenblatt

New York City, #23629 • Cleveland Groupcast Location, #25181
Program Fee: $1,695
Privileged Member Fee: $0*
Course Handbook: #23630, $199

Register/Order Today!

For Fast Service:
WEB: www.pli.edu/LAF0
CALL: (800) 260-4PLI
FAX: (800) 321-0093
MAIL in Registration Form on inside back cover.
### Banking & Finance

**Pocket MBA:**

**Finance for Lawyers 2010†**

New York City and Live Webcast, www.pli.edu, May 3-4

Boston, Philadelphia and Pittsburgh Groupcast Locations, May 3-4

San Francisco and Live Webcast, www.pli.edu, June 3-4

#### Why You Should Attend

An understanding of key accounting, financial and economic terminology and concepts will contribute to your ability to interact with and advise your clients with their critical issues. The ability to identify and appropriately use financial and accounting information is relevant to a wide range of legal and regulatory matters for both external and in-house attorneys. Litigators and transactional attorneys alike will benefit from this practical course designed specifically for the non-accountant attorney.

#### What You Will Learn

- Increase your knowledge and understanding of foundational finance, accounting and economics terminology and principles
- Improve your ability to “navigate” basic financial statements — balance sheets, income statements, cash flow statements, and statements of owners’ equity
- Become more familiar with "core" accounting concepts, such as mark to market/fair value accounting, cash vs. accrual accounting, impairment assessments and revenue recognition
- Examine capital structures and corporate finance concepts, including financial ratios and analysis
- Gain an understanding of managerial accounting concepts and an appreciation for managerial accounting as a source of relevant internal financial information
- Expand your perspective on international accounting and finance considerations

#### Who Should Attend

Attorneys who work with financial information or business transactions, whether in litigation, M&A transactions or as in-house counsel will benefit from this program.

#### Chairs

Kirsten S. Aunapu, CPA, Partner, National Office Accounting Services
Consultation Group, Deloitte & Touche LLP, San Francisco (San Francisco only)

Marc L. Miller, CPA, CFF, Partner, Forensic, KPMG LLP, New York City
(New York City only)

Eric B. Sloan, Esq., Co-Managing Principal, Passthroughs, Deloitte Tax LLP, New York City (San Francisco only)

Program Attorney: Danielle T. Bersofsky

New York City, #24597 • Boston Groupcast Location, #25079

• Philadelphia Groupcast Location, #25033 • Pittsburgh Groupcast Location, #25034

• San Francisco, #24599 — Program Fee: $1,595
Privileged Member Fee: $0†

Course Handbook: New York City and Groupcast Locations, #24598, $199

Course Handbook: San Francisco, #24600, $199

---

### Bankruptcy

**Recent Developments in Distressed Debt, Restructurings and Workouts:**

**Fallout from the Credit Crunch 2010**

New York City and Live Webcast, www.pli.edu, January 28

New Brunswick, Philadelphia and Pittsburgh Groupcast Locations, January 28

#### Why You Should Attend & What You Will Learn

The program will cover issues relating to enforcing creditors’ rights and parties to executory contracts, principally in out of court restructurings, exchange offers, and in prepackaged Chapter 11 bankruptcy filings. The program will provide practical tips to better protect creditors and parties-in-interest, and to maximize values and recoveries. Learn about documentation in exchange offers, workouts and restructurings, corporate governance and D&O issues in the zone of insolvency, enforcement rights under financial products, and sales of distressed assets and protective bid procedures.

#### Who Should Attend

This program is designed for inside and outside counsel, turnaround professionals and business people with at least some experience in structuring transactions, defaults, structured finance, distressed debt, restrucrturings and workouts, and mainstream Chapter 11 cases and litigation.

#### Chair

Joseph Samet, Baker & McKenzie LLP, New York City

New York City, #23321 • New Brunswick Groupcast Location, #25605

• Philadelphia Groupcast Location, #24934 • Pittsburgh Groupcast Location, #24935

Program Fee: $1,495
Privileged Member Fee: $0†

Course Handbook: #23322, $199

---

**Consumer and Small Business Bankruptcy 2010†**

New York City and Live Webcast, www.pli.edu, March 3

Boston Groupcast Location, March 3

#### New Program!

This program will address strategies and legal issues that face consumer bankruptcy lawyers, including the pros and cons of filing under the various chapters available to consumers and small businesses; legal and practical aspects of filing; nuts-and-bolts issues of consumer bankruptcy law; and a discussion of recent cases. The U.S. Trustee’s Office will also present its perspective.

#### Why You Should Attend & What You Will Learn

This program is designed for attorneys practicing consumer and small business bankruptcy law, including attorneys representing individuals and small businesses in Chapter 7, 11, and 13, and those counseling in the pre-bankruptcy period.

#### Co-Chairs

Gabriel Del Virginia, Law Offices of Gabriel Del Virginia, New York City

Lori Lapin Jones, Lori Lapin Jones PLLC, Great Neck, New York

Program Attorney for both programs in this column: Seema Lal Meehan

New York City, #22568 • Boston Groupcast Location, #25070

Program Fee: $1,495
Privileged Member Fee: $0†

Course Handbook: #22569, $199

---

Register/Order Online at www.pli.edu/LAF0
Bankruptcy & Reorganizations: Current Developments 2010

New York City and Live Webcast, www.pli.edu, April 19-20
Philadelphia and Pittsburgh Groupcast Locations, April 19-20

Why You Should Attend
With today’s volatile credit markets and global recession reflecting an insolvency crisis and meltdown for many sectors of the economy, staying abreast of the current developments in restructuring, bankruptcy and reorganizations is more important than ever. At this essential conference, an expert faculty of leading practitioners, bankruptcy judges and academics will provide you with a comprehensive review and analysis of hot case developments, major bankruptcy decisions, rules and trends that affect your practice on behalf of debtors, vendors, bondholders, lenders, diverse groups of creditors, hedge funds, committees, and parties to executory contracts and other transactions. Come away with practical tips and strategies that you can use daily, and feel confident with your knowledge in this important area of law.

What You Will Learn
• General Motors, Chrysler, Lehman, WaMu, Madoff, General Growth, and other case developments
• The BAPCPA amendments and case law — impact on business Chapter 7 and 11 cases
• The impact of recent decisions on DIPs, trustees, creditors, committees and counsel
• Important jurisdictional and procedural issues
• Structured finance developments — repos, swaps, forward contracts, derivatives, SPVs — see General Growth
• First day orders and Section 105
• The powers and fiduciary duties of creditors’ and equity committees
• Employment and compensation of counsel, accountants and other professionals
• How to recognize ethical issues and avoid missteps in your bankruptcy and reorganization cases
• New developments regarding unsecured and secured claims
• Section 502(b)(6) cap on lessor’s rent claims
• Modified ordinary course of business defense to voidable preference attacks
• Executory contracts and leases — assumption, rejection and “ride through”
• New developments on plan proposals, disclosure statements and confirmation of a plan
• Powers and treatment of tort claimants
• International and cross-border insolvencies, inbound and outbound

Who Should Attend
This advanced program is designed for a wide range of bankruptcy, reorganization and other transactional practitioners, in-house counsel and others who may be involved in restructurings and insolvency cases. They should have at least basic knowledge of the Bankruptcy Code, Rules and procedures. This program will help transactional and litigation lawyers prepare for and deal with defaults, restructurings, and sales of distressed assets.

Chair
Joseph Samet, Baker McKenzie LLP, New York City
Program Attorney: Seema Lal Meehan
New York City, #22593 • Philadelphia Groupcast Location, #24938
• Pittsburgh Groupcast Location, #24939 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: Two Volumes, #22594, $229

Communications

Broadband and Cable Industry Law 2010

New York City, January 25-26
San Francisco and Live Webcast, www.pli.edu, March 1-2

Why You Should Attend
What will the new administration’s focus on broadband and technology initiatives mean to your client or company? Attend this renowned and substantially revamped program and hear cutting-edge analysis of federal initiatives and FCC regulations; plus, examine current case law, the latest technology forecasts, and market trends. Join the country’s leading outside and in-house counsel representing cable operators, cable programmers, municipalities, and online service providers — and the regulators themselves — to gain an understanding of what has transpired in broadband and cable law over the past year and of where we might be heading.

What You Will Learn
• The National Broadband Plan: where does cable fit?
• What are the latest developments in content distribution?
• Should there be additional net neutrality principles?
• Should IP interconnection be treated more like traditional interconnection or more like Internet peering/transiting?
• Indecency, product placement, children’s television regulation — how has the law developed over the last year?
• How should DOJ and the FCC approach media industry mergers?
• What privacy issues are raised by behavioral and targeted advertising (video and Internet)?
• How will persons with disabilities access new technologies and services over the Internet, video, and phone? Will new regulation be required?

Who Should Attend
Practitioners in the field of telecommunications law, state and local regulators, executives of companies supplying cable video programming and technology, as well as cable Internet and voice technology.

Co-Chairs
Tara M. Corvo, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC., Washington, D.C.
Howard J. Symons, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC., Washington, D.C.

Program Attorney: Grace O’Hanlon
New York City, #22632 • San Francisco, #22633 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: Two Volumes, #22634, $229

New Program — Just Scheduled!

Hot Topics in Advertising Law 2010

New York City and Live Webcast, www.pli.edu, June 25

Co-Chairs:
David H. Bernstein, Debevoise & Plimpton LLP, New York City
Randi W. Singer, Weil, Gotshal & Manges LLP, New York City

Program Attorney: Seema Lal Meehan
New York City, #25036 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #25036, $199

Visit www.pli.edu/LAF0 for more details.
Twelfth Annual Real Estate Tax Forum

New York City and Live Webcast, www.pli.edu, January 7-8
Philadelphia and Pittsburgh Groupcast Locations, January 7-8

Why You Should Attend
At this annual program, nationally recognized real estate tax experts will provide attorneys, accountants and real estate professionals with both an overview of the tax laws pertaining to real estate ownership and investment, and a detailed analysis of the most sophisticated and creative tax planning techniques available for structuring, restructuring and unwinding real estate transactions in today’s challenging capital markets. Using extensive visual aids and actual deal structures, this group of entertaining speakers/practitioners will share their vast experience, using today’s state-of-the-art planning techniques, with an emphasis on the practical approach to solving difficult tax issues affecting real estate investors and operators.

What You Will Learn
• Stay current with an overview of the latest developments in real estate taxation, including recent and pending tax legislation
• Examine joint ventures with real estate private equity and opportunity funds, tax exempt investors’ UBIT and REITs, including expanded coverage of contribution transactions
• Get tips on handling complex workouts and restructuring issues in joint ventures and LLCs
• Strategies for dealing with the new legislation on “carried interests”
• Learn to draft effective tax provisions for partnership and LLC agreements (including book-ups for service partners)
• Designing creative deal structures: choosing the right entity for doing the deal
• Explore the use of creative deferral and non-recognition strategies
• Estate planning for real estate ownership
• Receive practical advice on handling investments by foreign investors in U.S. assets
• Strategies for avoiding income recognition traps and minimizing taxes under Sections 704(b), 704(c), 707, 737 and 752
• Review real-world ethical issues in real estate tax practice
• Partnership equity for services regulations
• Update on like-kind exchange developments (including tenancies-in-common, build-to-suit, reverse and related party exchanges)

Who Should Attend
This Forum is designed for tax attorneys, accountants and real estate professionals who structure real estate transactions.

Co-Chairs
Leslie H. Loffman, DLA Piper LLP (US), New York City
Sanford C. Presant, Greenberg Traurig, LLP, Santa Monica
Blake D. Rubin, McDermott Will & Emery LLP, Washington, D.C.

Program Attorney: Stacey L. Greenblatt

REIT and Real Estate M&A Restructurings and Recapitalizations 2010

New York City and Live Webcast, www.pli.edu, January 14
New Brunswick, Philadelphia and Pittsburgh Groupcast Locations, January 14

Why You Should Attend
The rules of the game have changed. The REIT and commercial real estate industries are in the midst of a massive wave of restructurings and recapitalizations. Real estate is being re-priced, de-levered and re-equitized at a fast pace, creating significant distress for some and huge opportunity for others. To be effective in the new world, players must learn the new rules of the game. This program is a primer on the new structures, legal frameworks and dynamics of the current environment. It will explore legal and financial strategies for restructuring and recapitalizing REITs and REOCs (both in and out of bankruptcy); for achieving successful workouts with lenders; for successfully identifying and executing distress investments, including through M&A transactions; for dealing with unsolicited suitors, activist shareholders and hedge fund raids; and for raising new capital, through equity offerings and other means.

What You Will Learn
• How to restructure and recapitalize a REIT or REOC, in and out of bankruptcy
• How to deal with liquidity constraints and crises
• How to identify and execute distress investments
• How to execute a distress M&A transaction
• How to deal with unsolicited suitors, activist shareholders and hedge fund raids
• How to accomplish loan workouts in a CMBS world
• How to raise capital in a capital-starved environment

Who Should Attend
• REIT, real estate, corporate, and restructuring lawyers seeking to understand the new paradigms and the peculiarities and complexities of REIT and REOC M&A, restructurings and recapitalizations
• REIT and REOC general counsel and transactional lawyers
• Analysts, bankers, executives and other professionals who need to understand the new world of real estate

Co-Chairs
Gilbert G. Menna, Goodwin Procter LLP, Boston
Robin Panovka, Wachtell, Lipton, Rosen & Katz, New York City

Program Attorney: Meghan C. Forgione

New York City, #22988 • New Brunswick Groupcast Location, #25631
• Philadelphia Groupcast Location, #24941 • Pittsburgh Groupcast Location, #24942
Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #22990, $199

Register/Order Online at www.pli.edu/LAF0
Commercial Real Estate Financing 2010: How to Handle Defaults, Distress, Maturities and Stacks of Debt

Why You Should Attend
Commercial real estate financing has remained extremely troubled since the boom ended in late 2007. This seminar will explore how new lower valuations, reduced cash flow, hints of governmentally sponsored salvation, and distress throughout the economy continue to affect commercial real estate borrowers and lenders, and the legal issues their counsel must handle. A faculty of seasoned practitioners will help you beef up legal knowledge that dates back to law school or the last downturn. The speakers will explore categories of distress, and how borrowers and lenders might respond. They’ll look at techniques for resolving that distress, both consensual and nonconsensual. And they’ll offer some predictions about how commercial real estate financing might look in the next cycle.

What You Will Learn

- Lender’s due diligence and strategy for troubled loans
- What should a borrower do when they see a loan heading toward trouble
- Intercreditor issues (how to deal with lots of lenders)
- How do you sell a loan, and how does the process change when a loan encounters distress or default
- Now that LLCs have been the vehicle of choice for over a decade, what can we learn from the reported cases?
- Important bankruptcy and loan enforcement cases decided in the current downturn — and the deal structures and documents you need to know about
  - Focus on workouts and defaults — before and after acceleration
  - Foreclosures, receiverships, and guaranty enforcement
  - Coverage and documentation requirements of insurance
  - How construction loans go wrong
  - The special problems and issues of syndicated loans
  - Analyze an ethics case study — and receive an hour for your CLE requirements and much, much more . . .

Who Should Attend
Real estate attorneys, executives, in-house counsel, investment bankers who acquire and sell real estate, asset managers and acquisition managers.

Co-Chairs
Peter S. Muñoz, Reed Smith LLP, San Francisco (San Francisco only)
Peter A. Sarasek, Quarles & Brady LLP, Chicago (Chicago only)
Joshua Stein, Latham & Watkins LLP, New York City (New York City only)
Program Attorney: Meghan C. Forgione

New Program!

Commercial Real Estate Workouts and Restructurings 2010

Why You Should Attend
In today’s economy, lender clients and developer/borrower clients are all facing difficult issues relating to workouts and restructurings. Increasingly, loans are going into default due to the inability to payoff or refinance the loan at maturity, or simply because of the inability to maintain loan-to-value or coverage covenants. Unfortunately, these issues do not appear to be going away anytime soon, so it is important to be able to advise our clients appropriately. This seminar will explore and analyze the key issues regarding workout negotiations, loan modifications, intercreditor rights and obligations, and foreclosures. The discussions will take into account multi-tranche loan structures, tax considerations, securitization limitations, and bankruptcy concerns. Now is the time to develop your understanding of real estate workouts and restructurings, and the Commercial Real Estate Workouts and Restructurings program is the perfect opportunity to do this.

What You Will Learn

- Everything you always wanted to know about Commercial Real Estate Workouts and Restructurings:
  - Sorting out complex CMBS structures
  - How to determine who is the lender with whom to negotiate
  - Drafting Pre-Negotiation Agreements
  - Negotiating Forbearance Agreements
  - Understanding the tax considerations relating to loan modifications
  - Recent decisions regarding bankruptcy remoteness and special purpose vehicles
  - The impact of recourse guarantees on the workout process
  - Understanding the array of bankruptcy options available
  - How to sort through intercreditor issues
  - The difference between a judicial foreclosure and a deed in lieu of foreclosure
  - How to accomplish a UCC foreclosure
  - The transfer tax issues you need to consider

Who Should Attend
Real estate attorneys, lenders secured by real estate, lenders in a securitized structure, and owners and developers of real estate.

Chair
Wallace L. Schwartz, Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates, New York City
Program Attorney: Meghan C. Forgione

New York City, #24058 • New Brunswick Groupcast Location, #25614
• Philadelphia Groupcast Location, #24960 • Pittsburgh Groupcast Location, #24961
Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #24059, $199
Green Real Estate Summit 2010: What Attorneys, Developers, Regulators, Tenants & Lenders Need to Know

Why You Should Attend
The private real estate industry has embraced “green” as a key component of developing, renovating, managing and operating buildings and communities. Regulations and legislation at every level of government is increasing mandating energy efficiency and other components of sustainability. Now that sustainable real estate has moved from grassroots to being accepted, demanded and mandated, a variety of practical and specialized legal issues must be considered.

What You Will Learn
Learn how to “green” real estate leases, financing documents and development agreements; Navigate the red tape and access the green benefits of local, state, federal and utility based incentives for green buildings; Gain an understanding of the carbon trading regimes and the impact on real estate; Examine cost-effective options for existing properties and new developments; Review the new Leadership in Energy and Environmental Design (LEED) version 3.0 green building rating system; Understand principal components of a high performing, or green, building

Who Should Attend
Law firm and in-house counsel, real estate owners, managers, developers, tenants, bankers, and regulators that have responsibility for the built environment.

Chair
Ellen Sinreich, CEO/President, Green Edge, LLC, New York City

New York City, #22996 • New Brunswick Groupcast Location, #25609 • Philadelphia Groupcast Location, #24052 • Pittsburgh Groupcast Location, #24053
Program Fee: $1,495
Course Handbook: #23032, $199
Privileged Member Fee for both programs in this column: $0*

Negotiating the Sophisticated Real Estate Deal 2010

Why You Should Attend
Do you know the best negotiating strategies in the current real estate market? What are seller, buyer and lender requirements? How do the characteristics of a property and the structuring of the acquisition fit with the current needs of lenders? Which provisions in a sales contract are critical, and which ones are tradeoffs? In current times: It’s just different, or is it?

What You Will Learn
Best techniques for negotiating and structuring transactions under current market conditions; Practical approaches for both lenders and borrowers to address defaulted loans; Current concerns of financing sources; Which representations, warranties and covenants are really needed? Strategies and remedies for breach of contract; Assess what risk areas may be acceptable to an individual investor but not to a security-oriented fund; How to address the failed joint venture

Who Should Attend
Real estate attorneys and executives, investment bankers, asset and acquisition managers, investment and real estate advisors and consultants.

Chair
Martin D. Polevoy, BLA Piper LLP (US), New York City
Program Attorney for both programs in this column: Meghan C. Forgione
New York City, #23031 — Program Fee: $1,495
Course Handbook: #23032, $199
Privileged Member Fee for both programs in this column: $0*

Environmental Regulation and Commercial Implications 2010: How the New Administration, Congress and the Courts Have Changed the Rules

Why You Should Attend
Environmental regulation entered a new world with the election of President Barack Obama and the 111th Congress. New environmental laws have been enacted, new environmental regulations have been promulgated, and courts have issued precedent-setting environmental decisions. All substantially impact what skilled attorneys need to know to assist their clients in matters ranging from environmental regulatory compliance to environmental disclosure and enforcement, to addressing environmental issues in transactional contexts. Seasoned practitioners, governmental officials and environmental consultants who have experience in the new world of environmental regulation will provide practical advice on the implications of this new world of environmental regulation.

What You Will Learn
• The proposed and actual, effective changes in laws and regulations dealing with climate change
• The most important new statutory and regulatory developments in the Clean Air Act, Clean Water Act and other environmental laws and regulations
• The new chemical regulation regime in Europe (REACH), its effect on U.S. companies, brevity changes to the Toxic Substances Control Act, the regulation of nanotechnology and consumer product safety issues
• New and proposed public disclosure requirements resulting from SEC initiatives and settlements reached by the New York Attorney General’s office
• How key court decisions have affected the interpretation and application of environmental regulatory requirements
• New, controversial due diligence standards for vapor intrusion that require careful attention in real estate transactions
• The impact of these sweeping changes on corporate and real estate due diligence and dealmaking

Who Should Attend
Environmental, corporate and real estate attorneys interested in learning about important new developments in environmental law and regulation.

Co-Chairs
Philip E. Karmel, Bryan Cave LLP, New York City
Edward L. Strohbehn, Jr., Bingham McCutchen LLP, San Francisco and Washington, D.C.

Program Attorney: Meghan C. Forgione
New York City, #24050 • New Brunswick Groupcast Location, #25615 • San Francisco, #24051 — Program Fee: $7,395
Privileged Member Fee: $0*
Course Handbook: #24052, $199

PLI’s Guarantee
It’s simple. If you’re not completely satisfied with the return on your investment from any PLI program, your money will be refunded in full.

Register/Order Online at www.pli.edu/LAF0
Antitrust & the Deal 2010

New York City and Live Webcast, www.pli.edu, February 8
Cleveland, Philadelphia and Pittsburgh Groupcast Locations, February 8

Why You Should Attend
Antitrust laws are important for all practitioners who handle business transactions. The new administration is taking a closer look at collaborative transactions, particularly mergers and acquisitions, which create a need for anticipation of potential antitrust pitfalls. Get an in-depth look at merger analysis, the review process and HSR filing considerations, issues affecting other types of competitor collaborations, and considerations unique to IP licensing agreements at this program.

What You Will Learn
How to analyze mergers and acquisitions and assess the antitrust risk; How to use the merger guidelines; New economic learning; Managing the HSR filing and review process; How to address pre-closing integration issues; Managing the antitrust risk for joint ventures and strategic alliances; Antitrust and intellectual property licensing; The government perspective on enforcement and new merger guidelines. Special Feature: Attorney and other professionals who want a refresher on basic principles and to learn about important recent developments and trends in antitrust enforcement.

New York City, #25210 • Cleveland Groupcast Location, #25232
• Philadelphia Groupcast Location, #25230 • Pittsburgh Groupcast Location, #25231
Program Fee: $1,295
Course Handbook: #25211, $199

Antitrust Counseling & Compliance 2010

New York City and Live Webcast, www.pli.edu, February 9
Cleveland, Philadelphia and Pittsburgh Groupcast Locations, February 9

Why You Should Attend
The antitrust game has changed dramatically this past year with the Obama administration signaling an intention to step up enforcement. Running afoul of antitrust guidelines can result in class actions and treble damage litigation as well as government enforcement and adverse publicity. Will you be prepared to address the antitrust questions that inevitably arise?

What You Will Learn
Current hot topics in antitrust compliance; Is it safe today to enter into agreements that restrict resale prices? When are loyalty discounts or exclusive dealing okay and when are they potentially problematic? What are best practices to avoid getting ensnared in, or to get out of, a global cartel investigation or other enforcement proceedings? How to avoid legal ethical problems that recur in the antitrust arena

Co-Chairs
Mary L. Azcuenaga, Baker & McKenzie LLP, Washington, D.C.
M. Howard Morse, Drinker Biddle & Reath LLP, Washington, D.C.
New York City, #25212 • Cleveland Groupcast Location, #25225
• Philadelphia Groupcast Location, #25233 • Pittsburgh Groupcast Location, #25234
Program Fee: $1,295
Course Handbook: #25213, $199

Attend Both Programs and Save $595!
New York City #22846 • Cleveland Groupcast Location, #25238
• Philadelphia Groupcast Location, #25236
• Pittsburgh Groupcast Location, #25237
Privileged Member Fee for all programs in this column: $0*

Antitrust Institute 2010:
Developments and Hot Topics

New York City, May 10-11
San Francisco and Live Webcast, www.pli.edu, May 20-21
Chicago, June 10-11

Why You Should Attend
The Obama administration’s antitrust agenda has begun to reveal itself. Merger scrutiny has increased, technology and financial industries are under the microscope, and the administration’s top antitrust officials promise vigorous enforcement across the board. The federal courts continue to address cutting-edge antitrust issues and the U.S. Supreme Court is poised to render yet another antitrust decision. How should you manage these changes? Find out the important antitrust developments that have occurred during this watershed year and what may lie in store for the future. PLI’s Antitrust Institute, consistently hailed an invaluable resource for antitrust attorneys everywhere, will be the best place to learn how the practice of antitrust is changing and what you need to know to keep ahead of the game. This year’s program was designed with an emphasis on providing attendees with key strategies and practice tips that can be relied on to respond to day-to-day legal challenges. Critical areas of antitrust law are changing — find out how to face these new challenges head-on!

What You Will Learn
• What do the latest Supreme Court decisions mean?
• What will the Supreme Court's decision in the NFL case mean for sports leagues and other associations?
• When will the Justice Department bring criminal price fixing charges against an industry or trade group?
• What does a company or individual do when it realizes it faces criminal antitrust charges? How can immunity from prosecution be negotiated?
• When will the Justice Department or Federal Trade Commission bring a case charging a dominant firm in an industry for abusing its position?
• How will the Justice Department or Federal Trade Commission treat mergers and acquisitions in the Obama years?
• How can manufacturers and distributors deal with the changing rules on distribution — resale price maintenance, exclusive dealing, and price discrimination?
• What are the practical risks from consumer class actions and private treble damage suits from competitors?
• What are the antitrust risks in settling intellectual property and patent disputes?
• What can we expect from the state attorneys general in this heightened era of antitrust scrutiny?

Who Should Attend
This advanced program is intended for in-house corporate counsel and attorneys in government and private practice with responsibility for, or interest in, antitrust matters.

Co-Chairs
Barbara O. Bruckmann, Howrey LLP, Washington, D.C. (New York City only)
Roxane C. Busey, Baker & McKenzie LLP, Chicago (Chicago only)
Yvonne S. Quinn, Sullivan & Cromwell LLP, New York City (New York City only)
The Honorable J. Thomas Rosch, Commissioner, Federal Trade Commission, Washington, D.C. (San Francisco only)
Harvey I. Saferstein, Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C., Los Angeles (San Francisco only)
Alan H. Silberman, Sonnenschein Nath & Rosenthal LLP, Chicago (Chicago only)
Program Attorney for all programs on this page: Seema Lal Meehan

New York City, #22600 • San Francisco, #22601 • Chicago, #22602
Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: Two Volumes, #22603, $229

To Register/Order, Call (800) 260-4PLI
**International Estate & Tax Planning 2010: Advanced Elements of Planning for the International Private Client**

New York City and Live Webcast, www.pli.edu, April 5
New Brunswick, Philadelphia and Pittsburgh Groupcast Locations, April 5

**Why You Should Attend**
The global environment requires the estate planner to understand how to serve the international private client: that is, the client with assets and/or beneficiaries in more than one country. This includes U.S. clients having assets or beneficiaries outside the U.S., as well as non-U.S. persons with U.S. connections. Effective planning requires an understanding of the tax and legal framework on a multi-jurisdictional basis, including the interplay of income taxes, estate taxes, the laws of inheritance, financial regulation, the laws of immigration and nationality, the laws applicable to the taxation and legal effectiveness of foreign trusts, and the principles of conflict of laws. In the aftermath of the global financial crisis of the last few years, governmental authorities have increasingly focused on high net worth individuals who have international investments or interests in foreign entities or trusts. You should attend this program in order to strengthen your grasp of the fundamental issues in multinational estate and tax planning and to understand the current tax and regulatory environment affecting international private clients. It will give you the tools you need to best serve your international private clients.

**What You Will Learn**
- Gain a solid understanding of the fundamental concepts and issues in multinational tax and estate planning for international private clients, including the laws of property, inheritance, and conflicts of laws
- Review tax developments including recent legislation and legislative proposals affecting international private clients
- Examine the current status of the IRS voluntary disclosure program and the scope of FBAR reporting obligations
- Examine the banking and financial regulatory issues that are important to international private clients
- How to structure the ownership and use of personal use real estate by non-U.S. persons
- A comparison of the use of domestic trusts and foreign trusts in international planning, including tax and non-tax considerations
- An update on asset protection
- Considerations concerning voluntary compliance and, if applicable, amnesty programs

**Who Should Attend**
Attorneys specializing in estate planning, insurance and/or tax, accountants and financial planners with multinational private clients, trust officers of U.S. and foreign banks, and anyone whose fiduciary responsibilities require an awareness of the current trust rules.

**Co-Chairs**
Robert L. Dumont, Deloitte Tax LLP, New York City
Robert C. Lawrence III, Cadwalader, Wickersham & Taft LLP, New York City

Program Attorney: Meghan C. Forgione
New York City, #23056 • New Brunswick Groupcast Location, #25613
• Philadelphia Groupcast Location, #24956 • Pittsburgh Groupcast Location, #24957
Program Fee: $1,395
Privileged Member Fee: $0*
Course Handbook: #23057, $199

---

**43rd Annual Immigration & Naturalization Institute**

New York City and Live Webcast, www.pli.edu, April 23

**Why You Should Attend**
The Obama administration and the stormy economic climate have both contributed to a fast-changing and challenging year in the practice of immigration law. This year’s program will clarify the state of immigration practice by taking a look at the most important recent changes. What immigration policies have President Obama and the 111th Congress initiated over the past year, and how has the U.S. Citizenship and Immigration Services (USCIS) changed in terms of adjudications and customer service? How has the Department of Labor’s treatment of Program Electronic Review Management (PERM) evolved over the past year? How is the Department of Homeland Security enforcing the Immigration Reform and Control Act (IRCA), and how might it change? Join us at this year’s Institute to hear an outstanding faculty of top level government officials from the Department of Homeland Security (DHS), the United States Congress and the Department of State, along with leading practitioners in the field, discuss recent changes and developments that impact your practice.

**What You Will Learn**
- Comprehensive Immigration Reform — current state and future outlook
- DHS’s focus on employers — case studies and lessons learned
- Trends in USCIS adjudication
- How to prepare for USCIS site visits, and ongoing issues with H and L Visas for foreign professionals
- Border security — secondary inspection and new border technology
- Removal and detention — major Board of Immigration Appeals (BIA) and federal court decisions of the past year
- Global issues — the European Union and other foreign countries’ policies, the Foreign Corrupt Practices Act, and immigration policy

**Who Should Attend**
This program is for attorneys specializing in immigration law, as well as those who work with immigration matters as part of a diverse practice or at large international law firms. The program is also valuable for in-house counsel and personnel managers at corporations who have responsibility for employment and immigration matters.

**Co-Chairs**
Austin T. Fragomen, Jr., Fragomen, Del Rey, Bernsen & Loewy, P.C., New York City; Co-Author, Immigration Fundamentals: A Guide to Law and Practice (PLI)
Cynthia Juarez Lange, Fragomen, Del Rey, Bernsen & Loewy, P.C., Santa Clara, California

Program Attorney: Peter M. Beattie
New York City, #22708 — Program Fee: $395
Privileged Member Fee: $0*
Course Handbook: #22057, $199
International Arbitration 2010

New York City and Live Webcast, www.pli.edu, March 23
Philadelphia and Pittsburgh Groupcast Locations, March 23

Why You Should Attend
If your company or client has a dispute arising out of a contract with a foreign party, international arbitration represents the best method of resolving that dispute in a neutral forum and enforcing any subsequent award. This program will give you the information you need to successfully navigate the international arbitration process. Join our exceptional faculty of experienced practitioners for instruction on the most current and important topics in this fast-growing field.

What You Will Learn
How to save time and cut costs in arbitration; Watch a mock argument before federal judges; International arbitration involving Russia; In-house counsel’s perspective; Practical tips for winning your cases

Who Should Attend
This program is designed for private practitioners, in-house counsel, and other professionals who are involved in the arbitration of international disputes.

Chair
John Fellas, Hughes Hubbard & Reed LLP, New York City
Program Attorney: Laurie Gilbertson

New York City, #23210 • Philadelphia Groupcast Location, #24968
• Pittsburgh Groupcast Location, #24969 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: Three Volumes, #23211, $299

Outlook on India 2010:
Delivering on the Promise in Turbulent Times†

New York City and Live Webcast, www.pli.edu, May 21
Philadelphia and Pittsburgh Groupcast Locations, May 21

Why You Should Attend
A must-attend learning and networking event for American businesses and law practitioners that want to expand their understanding of investment and trade opportunities in the Indian markets. Building on this forum’s successes of the past years, Outlook on India 2010 provides you with extensive, targeted information on the current business and investment climate in India, and identifies for you the opportunities and challenges of India’s legal and business environment.

What You Will Learn
Explore recent trends in foreign direct investments in India and decipher the practical impact of tax regulatory changes; Analyze recent developments in India’s capital markets and what those developments portend for the future; Understand critical nuances of technology transfer and licensing practices involving Indian counterparties; Receive insights on structuring and financing infrastructure projects and green projects; Learn how to raise funds for India-related projects; Hear about India’s recent legal reforms; Obtain practical insights on how to avoid errors and mitigate litigation risk arising from India-related transactions; Master best practices in negotiating outsourcing agreements with Indian providers

Chair
Sonia Baldia, Mayer Brown LLP, Washington, D.C.
Program Attorney: Tamara C. Kiwi

New York City, #23839 • Philadelphia Groupcast Location, #25385
• Pittsburgh Groupcast Location, #25386 — Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook, #23940, $199

Current Developments in
Federal Civil Practice 2010†

New York City and Live Webcast, www.pli.edu, April 7
Cleveland Groupcast Location, April 7

Why You Should Attend
A distinguished faculty of highly experienced litigators will analyze the significant recent developments in federal civil practice and the implications of these developments for your practice. Following each presentation, a panel of federal judges will provide their insight and analysis.

What You Will Learn
• Impact of the new changes to the Federal Rules of Civil Procedure
• Update on the attorney-client privilege and work product protection
• Federal Rule of Evidence 502
• Motion practice, including motions to dismiss
• The Complaint and Summary Judgment
• Practical methods of Federal Rules of Civil Procedure Rule 4 service and default judgments
• Electronic discovery: new developments and practical guidance on e-retention and discovery
• Recent class action and Class Action Fairness Act decisions
• Jury trial issues: the voir dire process, jury consultants, using technology, jury charges and deliberations
• Ethical considerations in federal litigation
• Appellate practice in the federal courts
• The “View from the Bench”: how the federal judges view the actions of litigators

Who Should Attend
This program will be helpful to the new trial lawyer who needs to learn the federal rules, and the experienced trial attorney who needs an update on the most recent federal issues.

Co-Chairs
William P. Frank, Skadden, Arps, Slate, Meagher & Flom LLP, New York City
John L. Gardiner, Skadden, Arps, Slate, Meagher & Flom LLP, New York City
Program Attorney: Janet L. Siegel

New York City, #24666 • Cleveland Groupcast Location, #25189
Program Fee: $1,395
Privileged Member Fee: $0*
Course Handbook: #23467, $199

Visit www.pli.edu/LAF0 for more details.

New Program — Just Scheduled!

International Litigation 2010†

New York City and Live Webcast, www.pli.edu, May 24
New Brunswick Groupcast Location, May 24

Co-Chairs:
John Fellas, Hughes Hubbard & Reed LLP, New York City
Jeffrey W. Sarles, Mayer Brown LLP, Chicago

Program Attorney: Laurie Gilbertson

New York City, #25099 • New Brunswick Groupcast Location, #25607
Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #25100, $199

Visit www.pli.edu/LAF0 for more details.
Trial Evidence 2010: Advocacy, Analysis, Illustrations

Why You Should Attend
Trial Evidence 2010, taught by a highly experienced federal trial judge and a prominent, accomplished law professor, features a unique blend of evidentiary analysis and application. In addition to learning about new trends and developments in evidence law, evidence issues will be illustrated by notorious trials, actual cases, movies, novels and hypotheticals.

Trial Evidence will focus on federal evidence law.

What You Will Learn
The subjects expected to be covered include:
• The 10 most important evidence issues
• Jury instructions pertaining to evidence
• Impeachment
• Laboratory reports and the Confrontation Clause
• Nuts and bolts of expert testimony
• Hearsay — recurring out-of-court statements

Who Should Attend
This program is a "must" for the new trial lawyer who needs a practical understanding of the Federal Rules of Evidence, and the experienced trial attorney who needs an update on evidentiary issues.

Co-Chairs
Martin A. Schwartz, Professor of Law, Touro Law Center, Central Islip, New York
Hon. William G. Young, United States District Judge, District of Massachusetts

Program Attorney: Janet L. Siegel

New York City, #23451 — Program Fee: $995
Privileged Member Fee: $0*
Course Handbook: #23452, $95

Taking andDefending Depositions 2010

New York City, May 20
San Francisco and Live Webcast, www.pli.edu, June 9

Why You Should Attend
With fewer cases reaching juries, deposition testimony has become a substitute for trial testimony. Skilled litigators know how to take advantage of this unique opportunity to gather information, learn about an adversary’s case, and get a close-up look at the performance of potential witnesses. Learn how to maximize this chance to gain an advantage for future settlement or litigation. Our faculty of experienced litigators and distinguished judges will guide you through every facet of the deposition process, starting with general strategic principles and moving through the use of deposition testimony at trial. We’ll also use demonstrations to illustrate the dos and don’ts of depositions, give you practice tips for each stage of the process, and show the tactical and strategic considerations behind the techniques employed.

What You Will Learn
• Deposition strategy and purpose: deciding where each deposition fits into your overall discovery plan
• Doing your homework to prepare for a deposition
• Nuts and bolts of taking a deposition, including stipulations, objections, and use of exhibits
• Dealing with a difficult adversary
• Defending the deposition: objections, instructing the witness, and going off the record
• Expert witnesses: how to be prepared and prepare your expert, including a discussion of Daubert v. Merrell Dow Pharmaceuticals, Inc.
• Using deposition testimony at trial: rules, techniques, and tactical concerns
• Ethical issues unique to depositions: what to do when you think the witness is lying

Who Should Attend
Whether you’re an experienced litigator or are new to the deposition process, this program will give you the skills to prepare, execute, and use depositions in the most effective manner for your client and your case.

Co-Chairs
Randi W. Singer, Weil, Gotshal & Manges LLP, New York City
Roland K. Tellis, Bingham McCutchen LLP, Santa Monica

Program Attorney: Laurie Gilbertson

New York City, #23230 • San Francisco, #23231
Program Fee: $1,495
Privileged Member Fee: $0*
Course Handbook: #23232, $199

Visit www.pli.edu/LAF0 for more details.
Ethics for Transactional Lawyers 2010  
New York City and Live Webcast, www.pli.edu, January 8, 2:00 p.m. – 4:10 p.m.
Co-Chairs: Michael S. Sackheim, Sidley Austin LLP, New York City  
Howard Schneider, MF Global Ltd., New York City  
Program Attorney: Grace O’Hanlon  
New York City, #24037 — Program Fee: $395; Course Handbook: #24010, $95

Ethics for the Negotiating Lawyer 2010  
New York City and Live Webcast, www.pli.edu, January 15, 10:00 a.m. – 12:10 p.m.
Chair: David Rabinowitz, Moses & Singer LLP, New York City  
Program Attorney: Grace O’Hanlon  
New York City, #24009 — Program Fee: $395; Course Handbook: #24010, $95

Presentation Skills for Attorneys 2010  
New York City, January 15, 2:00 p.m. – 4:10 p.m.
Instructor: Jay Sullivan, Attorney and Partner, ExeciComm, LLC, New York City  
Program Attorney: Janet L. Siegel  
New York City, #23769 — Program Fee: $395

Bridge-the-Gap I for Newly Admitted Attorneys  
New York City, January 19-20
Program Attorney: Janet L. Siegel  
New York City, #23444 — Program Fee: $395

Advising Nonprofit Organizations 2010  
New York City and Live Webcast, www.pli.edu, February 3  
Cleveland Groupcast Location, February 3
Chair: Pamela A. Mann, Law Offices of Pamela A. Mann, LLC, New York City  
Program Attorney: Peter M. Beattie  
New York City, #22566 • Cleveland Groupcast Location, #25207  
Program Fee: $395; Course Handbook: #22567, $95

Bridge-the-Gap II: Ethics and Skills  
New York City, February 16
Program Attorney: Peter M. Beattie  
New York City, #24240 — Program Fee: $395

Diversity in Law Practice 2010: Strategies and Best Practices in Challenging Times  
New York City and Live Webcast, www.pli.edu, February 24, 9:00 a.m. – 12:30 p.m.
Co-Chairs: Lorraine S. McGowen, Partner and Chair/Diversity Initiatives, Orrick, Herrington & Sutcliffe LLP; New York City; Anna L. Brown, Special Attorney/Director of Diversity, Shearman & Sterling LLP, New York City  
Program Attorney: Janet L. Siegel  
New York City, #23453 — Program Fee: $25; Course Handbook: #23454, $25

Basic Immigration Law 2010  
New York City and Live Webcast, www.pli.edu, March 18
Chair: Cyrus D. Mehta, Cyrus D. Mehta & Associates, PLLC, New York City  
Program Attorney: Peter M. Beattie  
New York City, #23079 — Program Fee: $395; Course Handbook: #23180, $95

22nd Annual Elder Law Institute  
New York City and Live Webcast, www.pli.edu, March 22
Co-Chairs: Jeffrey G. Abrandt, Goldfarb, Abrandt, Saltzman & Kutzin, LLP, New York City and White Plains; Douglas J. Chu, Hynes & Chu, LLP, New York City and Mineola  
Program Attorney: Peter M. Beattie  
New York City, #22560 — Program Fee: $395; Course Handbook: #22561, $95

New York CPLR 2010  
New York City and Live Webcast, www.pli.edu, March 24
Chair: Burton N. Lipshie, Stroock & Stroock & Lavan LLP, New York City  
Program Attorney: Peter M. Beattie  
New York City, #22562 — Program Fee: $299; Course Handbook: #22563, $95

Winning Strategies for Managing Your Career During Difficult Times 2010  
New York City and Live Webcast, www.pli.edu, March 24  
San Francisco, April 6
Co-Chairs: Aaron L. Agenbroad, Jones Day, San Francisco  
Steven C. Bennett, Jones Day, New York City  
Program Attorney: Laurie Gilbertson  
New York City, #23217 • San Francisco, #23218 — Program Fee: $25  
Course Handbook: #23219, $25

Financial and Reporting Issues for Nonprofit Organizations 2010: What Attorneys Need to Know  
New York City and Live Webcast, www.pli.edu, March 30, 9:00 a.m. – 12:30 p.m.
Co-Chairs: Julie Floch, CPA, Director of CPA, Director of Not-for-Profit Services, Eisner LLP, New York City  
Seth I. Perlman, Perlman & Perlman, LLP, New York City  
Program Attorney: Janet L. Siegel  
New York City, #23499 — Program Fee: $395; Course Handbook: #23500, $95

10th Annual School Law Institute  
New York City and Live Webcast, www.pli.edu, May 5
Chair: Deudsde Merced, Law Offices of Deudsde Merced, P.C., New York City  
Program Attorney: Peter M. Beattie  
New York City, #23063 — Program Fee: $599; Course Handbook: #22583, $95

How to Succeed as a Summer Associate 2010  
New York City and Live Webcast, www.pli.edu, June 7, 5:30 p.m.
Chair: Grant J. Esposito, Morrison & Foerster LLP, Washington, D.C.  
Program Attorney: Stacey L. Greenblatt  
New York City, #23670 — Program Fee: $0  
Privileged Member Fee for all programs on this page: $0*
General Information

Payment Policy: Registration fees must be prepaid at the time of registration. When registering by phone, please have credit card information available. (We accept Visa, MasterCard, American Express, Diners Club.) Registrations by mail must be accompanied by credit card, check or money order. Audio CDs and DVDs require prepayment and are nonrefundable, with the exception of defective or unopened products.

Cancellations: All cancellations received 3 business days prior to the program will be refunded 100%. If you do not cancel within the allotted time period, payment is due in full. You may substitute another individual to attend the program at any time.

PLI’s Scholarship/Financial Hardship Policy: Full and partial scholarships to attend PLI programs are available to judges, judicial law clerks, law professors, attorneys 65 or older, law students, pro bono attorneys, librarians and paralegals who work for nonprofit organizations, legal services organizations or government agencies, unemployed attorneys and others with financial hardships. To apply, send your request on your employer’s letterhead, stating the reason for your interest, along with the completed registration form on this brochure, to the PLI Scholarship Committee. All applications must be accompanied by a $25 non-refundable application fee (applicants may pay by check or credit card) and must be submitted four weeks before the date of the program you wish to attend. Students must submit a copy of their student ID card.

PLI Group Discounts: Groups of 4 or more from the same organization, all registering at the same time, for a PLI program scheduled for presentation at the same site, are entitled to receive a group discount. For further discount information, please contact membership@pli.edu or call (800) 260-4PLI.

Education Course Credit: States have widely varying regulations regarding Continuing Education credit, therefore, please contact PLI for more information concerning approval.

New York State CLE Credit: PLI has been approved as a provider of Continuing Legal Education (CLE) by New York State Continuing Legal Education Board. For additional information call PLI.

California MCLE Credit: PLI is a State Bar of California approved MCLE provider. For additional information call PLI.

Illinois CLE Credit: PLI is an accredited provider in Illinois.

California Paralegals: You can satisfy your new continuing legal education requirements by attending PLI’s nationally acclaimed Institutes and Programs!

PLI’s Scholarship/Financial Hardship Policy: Full and partial scholarships to attend PLI programs are available to judges, judicial law clerks, law professors, attorneys 65 or older, law students, pro bono attorneys, librarians and paralegals who work for nonprofit organizations, legal services organizations or government agencies, unemployed attorneys and others with financial hardships. To apply, send your request on your employer’s letterhead, stating the reason for your interest, along with the completed registration form on this brochure, to the PLI Scholarship Committee. All applications must be accompanied by a $25 non-refundable application fee (applicants may pay by check or credit card) and must be submitted four weeks before the date of the program you wish to attend. Students must submit a copy of their student ID card.

PLI Group Discounts: Groups of 4 or more from the same organization, all registering at the same time, for a PLI program scheduled for presentation at the same site, are entitled to receive a group discount. For further discount information, please contact membership@pli.edu or call (800) 260-4PLI.

Education Course Credit: States have widely varying regulations regarding Continuing Education credit, therefore, please contact PLI for more information concerning approval.

New York State CLE Credit: PLI has been approved as a provider of Continuing Legal Education (CLE) by New York State Continuing Legal Education Board. For additional information call PLI.

California MCLE Credit: PLI is a State Bar of California approved MCLE provider. For additional information call PLI.

Illinois CLE Credit: PLI is an accredited provider in Illinois.

California Paralegals: You can satisfy your new continuing legal education requirements by attending PLI’s nationally acclaimed Institutes and Programs!

Special Needs: If you have special needs as addressed by the Americans with Disabilities Act, please notify Customer Relations at least two weeks prior to your program.

To Purchase and Participate in Webcasts: Visit www.pli.edu and click Webcasts and select the program you wish to attend. If you have not already personalized the website, you will be prompted to log in and provide a User ID and Password. Keep this information to log on to view the Webcast. It is recommended that you register before the program date to allow time to test your system. On the day of the Webcast, click into the Account area on the navigation bar where a link to the Webcast will be provided. Webcast participants will receive streaming audio and video of the program, have the ability to view and print the Course Handbook and submit questions electronically. Each Webcast is for use by only one viewer.

PLI can arrange group viewing in your firm by broadcasting live to your conference room. Contact the Groupcasts Department via email at groupcasts@pli.edu for more details.

PLI Bookstores: Current Publications, Training Materials, Audio CD/DVDs and related products are available for purchase at the PLI New York Center, 810 Seventh Avenue at 53rd Street (21st floor), New York, NY, and at the PLI California Center, 685 Market Street, San Francisco, CA, Monday to Friday, 10:00 a.m. - 4:00 p.m. All PLI Publications can also be purchased online at www.pli.edu.

Basic Upkeep Service: In order to keep you abreast of the latest developments in your field, the purchase of PLI publications includes Basic Upkeep Service, so that supplements, replacement pages and new editions may be shipped to you immediately upon publication for a 30-day examination. This service is cancelable at any time.


PLI’s Scholarship/Financial Hardship Policy: Full and partial scholarships to attend PLI programs are available to judges, judicial law clerks, law professors, attorneys 65 or older, law students, pro bono attorneys, librarians and paralegals who work for nonprofit organizations, legal services organizations or government agencies, unemployed attorneys and others with financial hardships. To apply, submit a copy of your letterhead, stating the reason for your interest, along with the completed registration form on this brochure, to the PLI Scholarship Committee. All applications must be accompanied by a $25 non-refundable application fee (applicants may pay by check or credit card) and must be submitted four weeks before the date of the program you wish to attend. Students must submit a copy of their student ID card.

PLI Group Discounts: Groups of 4 or more from the same organization, all registering at the same time, for a PLI program scheduled for presentation at the same site, are entitled to receive a group discount. For further discount information, please contact membership@pli.edu or call (800) 260-4PLI.

Education Course Credit: States have widely varying regulations regarding Continuing Education credit, therefore, please contact PLI for more information concerning approval.

New York State CLE Credit: PLI has been approved as a provider of Continuing Legal Education (CLE) by New York State Continuing Legal Education Board. For additional information call PLI.

California MCLE Credit: PLI is a State Bar of California approved MCLE provider. For additional information call PLI.

Illinois CLE Credit: PLI is an accredited provider in Illinois.

California Paralegals: You can satisfy your new continuing legal education requirements by attending PLI’s nationally acclaimed Institutes and Programs!

I want to make certain I receive your “One-Hour Briefing” mailings advertised only by Email.

☐ My Email address is ____________________________________________________________ Please send me Email updates.

I would like to subscribe to the following FREE Email Newsletters

☐ The Compliance Counselor ☐ Lawyer’s Toolbox ☐ Pocket MBA ☐ All-Star Briefing ☐ In-House Insights

Thank You for Your Registration!

Priority Code: MAF0

Register/Order Online at www.pli.edu/LAF0

FOUR EASY WAYS TO REGISTER

WEB: www.pli.edu/LAF0

PHONE: (800) 260-4PLI

Monday - Friday, 9 a.m. - 6 p.m., Eastern Time

FAX: (800) 321-0093

Open 24 Hours!

MAIL: Practising Law Institute

810 Seventh Avenue
New York, NY 10019

Fax or mail completed Order Form.