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Who Should Attend:

- Attorneys – Corporate & Securities
- In-House Counsel of Publicly-Traded and Private Corporations
- Venture Capitalists, Private Equity Investors and Investment Bankers
- General Practice Attorneys Interested in Corporate Law Developments
- Legislators, Regulators and Government Investment Personnel

9th Annual

Corporate & Securities Law Insights

DECEMBER 1, 2011 ♦ CROWNE PLAZA SEATTLE ♦ SEATTLE, WA

Why You Should Attend:

This year's 9th Annual Corporate & Securities Law Insights brings to Seattle the Honorable Donald F. Parsons, Jr., Vice Chancellor of Delaware's Court of Chancery, to join a top-notch faculty of attorneys (private practice and GCs), investment bankers, venture capitalists and academics, to analyze some of the most pressing issues facing companies and their attorneys and to provide cutting-edge guidance on what directors expect of their lawyers, the evolving role of angel investors, alternative capital markets for U.S. companies, developments in corporate litigation and the new proxy season developments that you and your clients will have to understand.

This year's program also features an up-close look at one of the Northwest's most notable mergers of the year by the people involved in negotiating the transaction, as well as a unique "fireside chat" with Vice Chancellor Parsons providing a view from the bench and valuable insight on issues confronted by directors and management and the lawyers who counsel them.

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**CONFERENCE
SCHEDULE
INSIDE**





8:30 Introduction and Opening Remarks

John M. Steel, Program Co-Chair
and

W. Michael Hutchings, Program Co-Chair
DLA Piper LLP (US)

8:40 Here Comes the Proxy Season!

Say-on-Pay and Say-on-Frequency Votes - Issues and 2011 Results; Focus of SEC Staff Comments and Latest Staff Guidance; Tips in Preparing Your 2012 Annual Meeting Proxy Statement and Annual Report and Holding Your Annual Meeting; Risk Assessment Issues; Overview of the 2011 Shareholder Proposal Season - What is Anticipated for 2012? Proxy Solicitation Issues; The View from ISS

Eric A. DeJong, Moderator
Perkins Coie LLP

Chris M. Cernich
Director, M&A and Proxy Contest Research
ISS Global Research

Mark H. Harnett, President
MacKenzie Partners, Inc.

Lauren Neiswender,
General Counsel and Corporate Secretary
Blue Nile, Inc.

9:35 The Evolving Role of Angel Investors

The Evolving Boundaries of "Appropriate" Behavior by Angel Investors; Factors That Are Stimulating Changing Norms; Pros and Cons From Business and Legal Perspectives

John Cook, Moderator
GeekWire

Charles P. Carter
K&L Gates LLP

Geoffrey R. Entress
Founders Co-op, Voyager Capital

Craig Kinzer
Denny Hill Capital

10:30 Break

10:45 Alternative Capital Markets for US Issuers

Why and When Should Companies Consider Listing on London's AIM or Toronto's TSX? Should Companies Consider Listing on the Hong Kong or Other Foreign Exchanges? Are These Viable Alternatives for Emerging and Established US Companies? What Are the Practical Considerations of Listing on a Non-US Exchange?

W. Michael Hutchings, Moderator
DLA Piper LLP (US)

Colleen Chambers, Manager,
U.S. Business Development,
Toronto Stock Exchange & TSX Venture Exchange

Stephen Peepels
DLA Piper LLP (Hong Kong)

Richard Webster-Smith, Manager,
Primary Markets for the Americas, Africa,
Middle East and India
London Stock Exchange

11:45 Fireside Chat With the Delaware Court of Chancery

With 63% of the Fortune 500 and Half of All Public Companies Being Incorporated in Delaware, the Delaware Court of Chancery has become the Preeminent Court in the United States for the Resolution of Mergers and Acquisitions Disputes and Litigation by Shareholders over the Governance and Internal Affairs of Corporations. The Honorable Donald F. Parsons, Jr., a Vice Chancellor in Delaware for More than Ten Years, Will Participate in a Q&A Session Providing a View from the Bench and Valuable Insight on Cutting Edge Issues Confronted by Management, Such as the Use of Poison Pills, the "Just Say No" Defense, the Interplay Between Deference to a Board's Judgment in the Sale of a Company and the Necessary Disclosures when Seeking Shareholder Approval, and Other Developing Issues Impacting the Liability of Directors

John L. Reed, Interviewer
DLA Piper LLP (US), Wilmington, DE

Hon. Donald F. Parsons, Jr.
Vice Chancellor of the Delaware Court of Chancery

12:30 Lunch (on your own)

1:30 Understanding Developments in Corporate Litigation

This Panel Will be Joined by Vice Chancellor Parsons to Expand Upon the Issues Discussed During the Vice Chancellor's Fireside Chat and Will Also Address, Among Other Things, the Competing Interests of Preferred and Common Stockholders in Distressed Companies, the Structure Options and Standards of Review for Going Private Transactions, the Limitations on the Roles and Bankers and the Treatment of Pending Derivative Claims in Acquisitions.

John L. Reed, Interviewer
DLA Piper LLP (US), Wilmington, DE

Hon. Donald F. Parsons, Jr.
Vice Chancellor of the Delaware Court of Chancery

Lori Lynn Phillips
Orrick Herrington & Sutcliffe LLP

Daniel J. Morrissey, Professor of Law,
Gonzaga University School of Law

2:30 Anatomy of a Deal

In 2011, Vigor Industrial LLC of Portland, Oregon Acquired Todd Shipyards Corporation of Seattle for \$130 million. A Panel of Business Executives and Corporate Lawyers who were Involved in this Transaction Will Discuss the Tender-Offer/Merger Structure, Top-Up Option, Liability Insulation, Fiduciary Duty Compliance, and Other Issues that had to be Addressed in Order to Consummate the Transaction

C. Kent Carlson
K&L Gates LLP

Joseph D. Lehrer
Greensfelder Hemker & Gale PC, St. Louis, MO

3:30 Break

3:45 Directors and Their Counsel

What Directors Expect of In-House Counsel and of Outside Counsel, and Vice Versa; The Effects of Growing Emphasis on Decision-Making by "Independent" Directors, and Increasing Tendency of Boards to Bring in Outside Counsel

Jeffrey A. Christianson, Moderator,
Sr. VP, General Counsel
F5 Networks, Inc.

Patrick J. Byrne, President/CEO
Intermec, Inc.
and also Director of Flow International
Micron Technology

Richard P. Fox, Director
*Premiera Blue Cross, Flow International,
Orbitz Worldwide and Univar*

Michael E. Morgan
Lane Powell PC

4:45 Adjourn

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W. Michael Hutchings, Program Co-Chair, a partner with DLA Piper LLP (US), is the regional leader of the firm's Corporate & Securities and Mergers & Acquisitions practice groups and the national editor of the firm's Mergers & Acquisitions Newsletter. He focuses on the areas of mergers and acquisitions and complex securities transactions and has been involved in a number of complex public and private offerings and corporate transactions.

John M. Steel, Program Co-Chair, is a partner at DLA Piper LLP (US), where he concentrates in structuring and negotiating a wide range of financing transactions, acquisitions, and strategic alliances. He has managed hundreds of private equity financings for issuers and investors and served as lead counsel on over thirty public offerings. He is experienced in a variety of commercial transactions including commercial finance, licensing, and distribution arrangements.

Patrick J. Byrne is President and Chief Executive Officer of Intermec. He joined the company as President and Chief Executive Officer and was also elected to the company's Board of Directors in July, 2007. He is a 24-year veteran of Hewlett Packard and Agilent Technologies where he held increasingly responsible positions in Research, Engineering, Marketing and General Management.

C. Kent Carlson is a partner at K&L Gates LLP, where he practices corporate law, focusing on mergers, acquisitions and reorganizations, financings and complex strategic relationships. He has served as general counsel for national and regionally-based companies in their acquisitions and sales and as local counsel on major national acquisition projects.

Charles P. Carter is a partner with K&L Gates LLP. He is a business lawyer with 15 years of experience representing high growth companies in formations, financings, commercial agreements, executive officer arrangements and mergers and acquisitions. He also regularly advises board of directors on a wide range of legal and business issues.

Chris M. Cernich is the Director of M&A and Proxy Fight Research at ISS Global Research. He oversees analyses and vote recommendations for high profile and contentious mergers and proxy fights via its premium research solution, M&A Edge.

Colleen Chambers is the Manager of U.S. Business Development for the Toronto Stock Exchange and TSX Venture Exchange.

Jeffrey A. Christianson is Sr. Vice President and General Counsel of F5 Networks, Inc. From February 2000 to July 2006, he was Sr. Vice President and General Counsel of Western Wireless Corporation.

John Cook is co-founder of GeekWire. He has been covering the technology beat for nearly a decade, writing about startups, entrepreneurs and venture capital, most recently serving as a reporter/blogger at the Seattle Post-Intelligencer. In 2000, he launched the P-Is "Venture Capital Notebook," an online resource for those in the startup and venture capital communities.

Eric A. DeJong is a partner with Perkins Coie LLP and has over 20 years of experience representing public and private companies in corporate finance, corporate governance, securities regulation, mergers and acquisition and general business counseling. He has provided securities compliance, corporate finance and corporate governance advice to a number of Pacific Northwest public companies.

Geoffrey F. Entress, a Venture Partner with Voyager Capital, focuses broadly on information technology investments in the Pacific Northwest. He is an active angel investor in the region and has invested in over 50 Pacific Northwest technology companies during the last decade, including Isilon Systems, World Wide Packets, The Coffee Equipment Company and Shelfari.

Richard P. Fox serves on the board of directors of Premiera Blue Cross, a Northwest managed care company, Flow International (NASDAQ - FLOW), a machine tool manufacturer, Orbitz Worldwide (NYSE: OWW), an online travel agency, and Univar Inc., an international chemical distributor, as well as several private equity backed technology companies.

Mark H. Harnett is President of Mackenzie Partners, Inc. He cofounded the company in 1992. MacKenzie Partners is a full service proxy solicitation and corporate governance consulting firm. The firms is the leading proxy advisor in control contests and information agent in friendly and hostile tender and exchange offers for equity and debt.

Craig Kinzer is a general partner with Denny Hill Capital. He is the founder of a number of Northwest companies, and a long time venture capitalist.

Joseph D. Lehrer, Greensfelder, Hemker & Gale PC, is an Officer and the Chair of the Corporate Practice Group. Mr. Lehrer has represented numerous clients in merger, acquisition and divestiture transactions and in regard to venture capital and private financing transactions.

Michael E. Morgan is a shareholder with Lane Powell PC. He has acted as counsel to a number of major publicly traded and privately held companies in the Pacific Northwest. He has extensive experience as regular outside securities counsel for Nordstrom, Inc., Cutter and Buck Inc., ImageX, Inc. and N2H2, Inc.

Daniel J. Morrissey is Professor of Law at Gonzaga University School of Law. Previously in 1994 he was appointed dean at St. Thomas University School of Law in Miami, and served in that capacity until 1999. In 2001 he was appointed Dean of Gonzaga School of Law and served in that capacity until 2004.

Lauren Neiswender is General Counsel and Corporate Secretary for Blue Nile, Inc. She joined the company as General Counsel in October 2004 and has served as the Company's Corporate Secretary since February 2010.

Hon. Donald F. Parsons, Jr. is a Vice Chancellor of Delaware's Court of Chancery. Vice Chancellor Parsons regularly handles cases dealing with important issues affecting corporate governance under the Delaware General Corporation Law, various alternative entity statutes and commercial law in general. Previously, he was a senior partner at a law firm in Wilmington, Delaware, where he specialized in intellectual property litigation, participated in numerous jury and nonjury patent and trade secret trials, and was recognized as a leader in his field.

Stephen Peepels heads DLA Piper's U.S. Capital Markets practice in Asia, and advises on a variety of corporate finance transactions, including international securities offerings, private equity and mergers and acquisitions transactions. He also regularly represents companies in developing and implementing corporate governance and compliance programs.

Lori Lynn Phillips is a partner with Orrick Herrington & Sutcliffe LLP. She is a member of the Securities Litigation and Regulatory Enforcement Group. She focuses her practice on commercial and general litigation, with a particular emphasis on securities litigation, defense of professional liability claims against accountants and complex contractual disputes.

John L. Reed is a partner in DLA Piper (US)'s Corporate and Litigation groups, based in Delaware. His national practice involves the counseling and representation of corporations, boards of directors, individual officers and directors, special board committees and large investors.

Richard Webster-Smith is a Manager in Primary Markets for the Americas, Africa, Middle East and India with the London Stock Exchange.

Conference Information

Registration: Please mail or email your registration as soon as possible since enrollment is limited. You may also register with a credit card via phone, fax or online. Walk-in registrations will be accepted subject to space availability. Please call THE SEMINAR GROUP at (206) 463-4400 or (toll free) (800) 574-4852, or fax to (866) 435-3444, or email: registrar@TheSeminarGroup.net

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Course Materials: Each participant will receive a set of course materials, prepared by the speakers especially for this conference, which will be invaluable as a future reference. The course materials alone are available for \$179 which includes shipping and handling.

Homestudy Package: Our complete Homestudy Course, consisting of a full DVD or Audio CD and the Course Materials, is available for \$620. This package may qualify for up to 6.5 hours of Washington continuing legal education self-study credits and may qualify for self-study credit in other states.

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