



PO Box 523 • Vashon, WA 98070
 18305 Vashon Hwy. SW
 206-463-4400 • Fax: 866-435-3444
 info@TheSeminarGroup.net

09.SECWA

Corporate & Securities Law Insights

December 1, 2009 • WA State Conv. & Trade Center • Seattle, WA

YES! Please register the following:

Name: _____

Firm: _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Fax: _____

Email: _____

I cannot attend. Please send me: Course Materials Only
 Homestudy: Video DVD & Materials Audio CD & Materials

Conference Fees

Payment Method

- | | | |
|--|-------|---|
| <input type="checkbox"/> Single Registration | \$595 | Payment of \$ _____ |
| <input type="checkbox"/> 2 or more (one company) | \$570 | <input type="checkbox"/> Check <input type="checkbox"/> Purchase Order |
| <input type="checkbox"/> Government Employee | \$495 | Or Charge my: |
| <input type="checkbox"/> New Associate | \$460 | <input type="checkbox"/> VISA <input type="checkbox"/> MC <input type="checkbox"/> AMEX |
| <input type="checkbox"/> Student | \$397 | Exp. Date: _____ |
| <input type="checkbox"/> Course Materials | \$179 | |
| <input type="checkbox"/> Homestudy | \$605 | <i>*Multiple discounts do not apply</i> |

Card No: _____

Signature: _____

Call 800-574-4852 or Register Online at www.TheSeminarGroup.net

December 1, 2009 ~ Seattle, WA
 WA State Conv. & Trade Center

Corporate & Securities Law *INSIGHTS*

Conference Sponsor:



CREDITS:

WA CLE: 5.5 General credits
 & 1.0 Ethics

www.TheSeminarGroup.net



Raising the Bar of Continuing Legal Education

ACCREDITATION

Washington CLE:

**5.5 Gen. Credits
& 1.0 Ethics**

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

www.TheSeminarGroup.net

Corporate & Securities Law *INSIGHTS*

DEC. 1, 2009



WA STATE CONV. & TRADE CENTER



SEATTLE, WA

Why You Should Attend:

This year's Corporate & Securities Law Insights brings together a top-notch faculty of attorneys (private practice and GCs), investment bankers, venture capitalists and academics. This group will explore the plight of smaller public companies and their financing, growth and liquidity alternatives in a world of ever-increasing regulation, a new "Speed CLE" panel addressing 10 critical corporate and securities law developments, the many new proxy season developments that you and your clients will have to understand, and the ethical complexities of alternative fee arrangements.

What will be covered:

Keynote Address: Kellye Y. Testy, Dean,

Univ. of Washington School of Law

- *The Plight of Small Public Companies in Today's Financial and Regulatory Environment*
- *Financing and Growth Opportunities for Small Public Companies*
- *Liquidity and Exit Opportunities for Small Public Companies*
- *Federal Preemption/Regulation of State Corporations Law*
- *"Speed CLE": 2009 in Review*
- *Here Comes the Proxy Season!*
- *Ethical Considerations: Alternative Fee Arrangements on Business Law Matters*

**5 EASY
WAYS TO
REGISTER**

- ① ONLINE: www.TheSeminarGroup.net
- ② FAX: 866-435-3444
- ③ EMAIL: info@TheSeminarGroup.net
- ④ PHONE: 206-463-4400 / 800-574-4852
- ⑤ MAIL: PO Box 523, Vashon, WA 98070

**CONFERENCE
SCHEDULE
INSIDE**





- 9:00 Introduction and Opening Remarks**
Mark F. Hoffman, Program Co-Chair
and
John M. Steel, Program Co-Chair
DLA Piper LLP (US)

WHERE DO SMALL-CAPS GO NOW?

- 9:10 The Plight of Small Public Companies in Today's Financial and Regulatory Environment**
The Difficult Situation in which Small Public Companies Find Themselves; Major Causes of Their Plight; Unlikely Prospects for Regulatory or Legislative Relief; Inadequacy of many Traditional Methods
John M. Steel
DLA Piper LLP (US)

- 9:45 Financing and Growth Opportunities for Small Public Companies**
How Do Small Public Companies Raise the Capital they need to Grow? PIPEs, ATM Offerings, Registered Direct Offerings, Rights Offerings, SPACs, Raising Equity on Foreign Exchanges, Domestic and Foreign Equity Investors, Non-Dilutive Financing Sources, Roll-Ups; Is the IPO Market Coming Back to Life? For Which Early Stage Companies Might an IPO Make Sense?

Mark F. Hoffman, Moderator
DLA Piper LLP (US)

David F. McShea
Perkins Coie LLP

Kirk D. Schumacher
Seattle Genetics Inc.

Louis L.R. Draper, Mng. Dir.
*Technology Investment Bkg.,
RBC Capital Markets*

Amy J. Errett
Maveron LLC

10:45 Break

- 11:00 Liquidity and Exit Opportunities for Small Public Companies**
Improving or Achieving Liquidity for Shareholders of Small Public Companies: Strategic M&A, Sponsored Going Private Transactions, Shrinking Business Via Partial Sale of Assets, Reverse Splits and Cashouts, Redemptions Followed by Going Dark, Liquidations; Pressure from Shareholders for Such Transactions

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

Sonya F. Erickson
Coolley Godward Kronish LLP

Jennifer L. Koski, PhD
*Foster School of Business,
University of Washington*

Peter F. Gant
Managing Director,
RBC Capital Markets

Kyle T. Ryland
Managing Director,
Silver Lake Partners

12:00 Lunch (on your own)

- 1:00 Keynote Address: Federal Preemption/Regulation of State Corporations Law**
The Trend Toward SEC and Congressional Regulation of Matters Traditionally Left to State Corporations Laws; Why is Federal Involvement Necessary or Desirable? Are There Natural Limits on How Far Federalization Might Go? What is the Continuing Importance of State-by-State Statutory Variations?

Kellye Y. Testy, Dean
School of Law, University of Washington

- 1:45 "Speed CLE": 2009 in Review**
Developments in the Past Year as to: Fiduciary Duties; M&A Deal Terms; Affiliate Privilege; Corporate and Securities Litigation; Executive Prosecutions; Lawyer Liability; Investor Protection Reforms; Regulation FD Practice; Corporate Risk Management
Michael E. Morgan, Moderator
Lane Powell PC

Bruce T. Bjerke
Davis Wright Tremaine LLP

Jeffrey B. Coopersmith
DLA Piper LLP (US)

Timothy G. Leyh
Danielson Harrigan Leyh & Tollefson LLP

2:50 Break

- 3:05 Here Comes the Proxy Season!**
Overview of 2010 Proxy Season; New Proxy Access Rules; DGCL Proxy Access Amendments; Executive Compensation Disclosure and Other Regulatory Changes for 2010; Elimination of Broker Discretionary Voting; Likely Shareholder Proposals, How to Deal with Them; Objectives of Shareholder Activists in 2010 and Beyond

C. Kent Carlson, Moderator
K&L Gates LLP

Marian M. Durkin
Sr. VP, GC, CCO
Avista Corporation

Mark H. Harnett, Pres.
MacKenzie Partners, Inc.

Christopher L. Young, Dir.,
M&A and Proxy Fight Research,
Risk Metrics Group

- 4:15 Ethical Considerations: Alternative Fee Arrangements on Business Law Matters**
As Law Firms Change Their Business Models in the New Economy, What Do Inside and Outside Counsel Need to Know about Ethical Considerations and Pitfalls?

John A. Strait
School of Law, Seattle University

5:15 Concluding Remarks



Raising the Bar of Continuing Legal Education

THE SEMINAR GROUP ~ FACULTY

Corporate & Securities Law Insights

Mark F. Hoffman, Program Co-Chair, a partner with DLA Piper LLP (US), chairs the firm's Public Company and Corporate Governance Practice group. He focuses his practice on corporate finance, securities, and general corporate law.

John M. Steel, Program Co-Chair, a partner at DLA Piper LLP (US), concentrates in structuring and negotiating financing transactions, acquisitions, and strategic alliances. He has managed hundreds of private equity financings for issuers and investors.

Dean Kellye Y. Testy, Keynote Speaker, the first woman to join the distinguished group of permanent law school Deans at the University of Washington, is a prolific scholar, outstanding teacher, and experienced Dean, she came to the University in 2009.

Bruce T. Bjerke, a partner with Davis Wright Tremaine LLP, counsels clients in the acquisition or sale of companies. He has also represented hotels, franchisors, franchisees and management companies in acquisitions, financings and business agreements.

C. Kent Carlson, a partner at K&L Gates LLP, focuses on mergers, acquisitions and reorganizations, financings and strategic relationships. He has served as general counsel for national and regional companies in their acquisitions and sales.

Jeffrey B. Coopersmith, a partner at DLA Piper LLP (US), represents clients in white collar criminal matters, related civil, administrative, and regulatory matters; internal corporate investigations, and commercial litigation matters.

Louis L.R. Draper is a Managing Director with RBC Capital Markets in the Technology Investment Banking Group. He is focused on working with enterprise software, internet security/infrastructure and communication software companies.

Marian M. Durkin, Senior Vice President, General Counsel and Chief Compliance Officer for Avista Corporation, provides counsel and guidance to the firm's Board of directors and officers on legal matters relevant to the company and its subsidiaries.

Sonya F. Erickson is a partner with Cooley Godward Kronish LLP in the Emerging Companies and Life Sciences practice groups, represents emerging growth companies, established technology businesses and venture capital funds.

Amy J. Errett joined Maveron LLC as a partner in 2008. She has more than 25 years of business and operating expertise as an entrepreneur, senior executive and social mission visionary.

Peter F. Gant is a Managing Director with RBC Capital Markets

in the firm's Technology Mergers and Acquisitions Group. Prior to joining RBC, he worked for 6 years at Forell/Elsesser Engineers, Inc. as a Project Engineer/ Manager.

Mark H. Harnett, President and Co-Founder of MacKenzie Partners, Inc., develops and implements strategies for proxy contests, tender offers, mergers and financial restructurings. He has over 20 years experience in the industry.

W. Michael Hutchings, 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.

Jennifer L. Koski, PhD, is an Associate Professor of Finance at the Michael G. Foster School of Business at the University of Washington. She specializes in teaching Market Microstructure and Corporate Finance.

Timothy G. Leyh, Managing Partner of Danielson Harrigan Leyh & Tollefson LLP, specializes in environmental insurance coverage, class action defense, securities and business torts.

David F. McShea, a partner at Perkins Coie LLP, represents start-up and high growth technology companies, public companies, venture capital firms and private investment firms.

Michael E. Morgan, a shareholder with Lane Powell PC, has over 30 years experience and represents both buyers and sellers of businesses in negotiated and hostile transactions.

Kyle T. Ryland, a Managing Director with Silver Lake Partners, joined the firm in 2007 from Shah Capital Partners. He focuses on the firm's middle market strategy and has in-depth experience with financings, mergers and acquisitions in the technology sector.

Kirk D. Schumacher, General Counsel for Seattle Genetics, Inc., has participated in negotiation and completion of multiple corporate alliances and technology collaborations. Previously, he was with Venture Law Group and Riddell Williams PS.

John A. Strait, Associate Professor of Law at Seattle University School of Law, has taught, researched, and written in the field of professional responsibility and legal malpractice since 1976 and maintains a private practice as a consulting expert.

Christopher L. Young is the Director of the M&A and Proxy Fight Research unit at RiskMetrics Group. He provides analyses and recommendations for high-profile and contentious mergers and proxy fights.

Register Today!

ONLINE: www.TheSeminarGroup.net

FAX: 866-435-3444

EMAIL: info@TheSeminarGroup.net

PHONE: 206-463-4400 / 800-574-4852

MAIL: PO Box 523, Vashon, WA 98070

Registration: Please mail or email your registration as soon as possible since enrollment is limited, or you may also register with a credit card via email, online, fax or phone. 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: info@TheSeminarGroup.net

Tuition: The tuition fee includes attendance at all sessions, coffee breaks, and all course materials. *Full Tuition:* \$595 per person; Special Government rate: \$495 per person; New Associate rate: \$460 per person. Student rate: \$397. Make checks payable to: THE SEMINAR GROUP.

Save When Two or More Register: Save \$25 each off of the *Full Tuition fee only* when two or more register from the same organization at the same time. Multiple discounts do not apply.

Course Accreditation: This course is approved by the Washington State Bar for 5.5 general CLE credits and 1.0 Ethics. For information or accreditation in other states, please call THE SEMINAR GROUP at (206) 463-4400 or (800) 574-4852.

Substitution/Cancellation: You may substitute another person at any time. We will refund tuition, **less a \$50 cancellation charge**, if we receive your cancellation by **Wednesday, November 25th, 2009**. No refunds will be given after this date.

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 \$605. This package has been approved by the Washington State Bar for 5.5 general and 1.0 ethics self-study credits and may qualify for self-study credit in other states.

Seminar Location: The seminar will be held at the WA State Conv. & Trade Center, 800 Convention Place, (206) 694-5000. Please call the facility for directions/questions.