

Hot Issues in Executive Compensation 2010

New York City, June 2, 2010

Cleveland, Mechanicsburg, Philadelphia and Pittsburgh

Groupcast Locations, June 2, 2010

Live Webcast, June 2, 2010 — www.pli.edu

Luncheon presentation by **Kenneth R. Feinberg**,
Special Master for TARP Executive Compensation,
U.S. Department of Treasury

- Where compensation and risk management meet: creating long term value
- Incentive compensation design: shifting practices and shifting influences
- Update on SEC, Treasury, Federal Reserve and Congressional initiatives affecting compensation disclosure and shareholder activism
- Recent tax and accounting changes (409A, 457A, 162(m), and IFRS)
- Gross-ups, supplemental retirement plans, golden coffins and claw backs: perception versus practice

Do You Know There Are 5 Ways To Attend PLI's Programs? *See inside for details...*

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Why You Should Attend

As the economy shifts and the legislature, regulators and shareholders respond, the design and implementation 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

- The significant issues affecting compensation today
 - 2009 compensation levels, practices and changes
 - Balancing pay for performance with managing risk-taking
- Shareholder activism in the executive compensation arena
 - Recent developments and trends on shareholder proposals
 - Effect of changes in voting requirements
- Changes in SEC disclosure rules
 - Compliance trends
 - SEC reaction
 - Impact on board room behavior
- Changes in the legal, regulatory and political landscape
 - Under federal and state law and regulation
 - On the international scene
 - In accounting and tax
- Trends in employment agreements and related compensation law
 - Claw backs
 - Hold through retirement programs
 - Non-competes and other restrictive covenants
 - Challenges in enforcement
 - Changing practices in change-in-control and severance

Who Should Attend

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

Watch and Listen to the Live Webcast at www.pli.edu

A simultaneous live online broadcast of the New York City session of this program is available for individual viewing from your computer on www.pli.edu. Webcast participants will receive streaming audio/video instantaneously from the live program, can view and/or print the Course Handbook, and submit questions electronically. Get “real-time” education right from your PC!

To register for the Webcast, visit www.pli.edu and click Webcasts and select the *Hot Issues in Executive Compensation 2010* Webcast to purchase the program. Please register before the first day of the program to allow time to test your system. If you have any questions whatsoever please call PLI’s Customer Relations Department at (800) 260-4PLI.

Reserve your place today, call (800) 260-4PLI.

PROGRAM SCHEDULE

Please plan to arrive with enough time to register before the conference begins.

A networking breakfast will be available upon your arrival.

Morning Session: 9:00 a.m. - 12:15 p.m.

9:00

A. Setting the Scene: Updates on the Political, Regulatory and Governance Environment

- Domestically and internationally
- Ongoing impact of developments in the financial services sector

Linda E. Rappaport, Marc R. Trevino

B. Compensation Disclosure and Shareholder Activism

- Hot issues for Congress, regulators and institutional shareholders' actions
- Changes in the Securities and Exchange Commission's approach to disclosure of compensation
- Lessons learned from last year's proxy season
- Shareholder proposals: the results of 2010 and what to expect in 2011

*Thomas J. Kim, Patrick S. McGurn,
Robert W. Reeder III, Linda E. Scott*

10:45 Networking Break

11:00

Pitfalls, Problems and Opportunities Under Recent Tax and Accounting Changes

- Living with Section 409A, 457A and 162(m)
- What to expect for 2010
- IFRS

*John J. Cannon III, Alan A. Nadel,
Stephen B. Tackney*

12:15 Networking Break

12:30

Luncheon Presentation

Kenneth R. Feinberg, Special Master for TARP Executive Compensation, U.S. Department of the Treasury

Afternoon Session: 1:30 p.m. - 5:00 p.m.

1:30

Designing a Compensation Program **A. Emerging Issues in Compensation Design (Part 1)**

- The nexus between compensation and risk: compensation plans' impact on risk-taking behavior and the creation of long-term value
- Share plan design: current responses to the risk debate; practices and pitfalls
- The debate on internal pay equity

Brian D. Dunn, John D. England, William Treacy

B. Emerging Issues in Compensation Design (Part 2)

- The changing role of employment agreements in public companies
- Developments in severance and change in control arrangements
- Tax gross-ups, supplemental retirement plans, golden coffins

Irving S. Becker, Jeannemarie O'Brien

3:15 Networking Break

3:30

C. Emerging Issues in Compensation Design (Part 3)

- Claw backs: complications in perception and practice
- Hold through retirement programs; developments in share retention policies
- Challenges in implementation and enforcement

C. Stephen Bigler, Wendy J. Hilburn, Marc R. Trevino

D. Counseling the Compensation Committee

- Addressing the issue of risk: developing practices; coordination and cross-fertilization with other board committees
- Role of the compensation consultant; developing standards for independence
- Role of internal and outside counsel
- Staying ahead; not overwhelming

*Jeffrey N. Carp, Margaret M. Foran,
Linda E. Rappaport*

5:00 Adjourn

PLI's Nationally Acclaimed Course Handbooks

All program attendees will receive a copy of the Course Handbook. This bound volume is prepared specifically for this program and also stands alone as a permanent reference. PLI's Course Handbooks represent the definitive thinking of the nation's finest legal minds, and are considered the standard reference in the field. *Please note: Webcast attendees will have access to a downloadable version of the Handbook one business day prior to the program.*

Cleveland, Mechanicsburg, Philadelphia and Pittsburgh Groupcast Locations

Co-sponsored by the Cleveland Metropolitan Bar Association and the Pennsylvania Bar Institute, respectively

Attendees in Cleveland will view the program via Groupcast at the offices of the Cleveland Metropolitan Bar Association, 1301 East 9th Street, Cleveland, Ohio 44114. Simultaneously, attendees in Pennsylvania will be viewing the same Groupcast at the Pennsylvania Bar Institute, 5080 Ritter Rd., Mechanicsburg, Pennsylvania 17055; the Pennsylvania Bar Institute's CLE Conference Center, Wanamaker Building, 10th floor, Philadelphia, Pennsylvania 19103 (Juniper St. entrance, between 13th & Broad Sts., opposite City Hall); and the Pennsylvania Bar Institute's Professional Development Conference Center, Heinz 57 Center, 339 Sixth Avenue, 7th Floor, Pittsburgh, PA 15222-2517.

With PLI's Groupcasts you'll instantaneously receive streaming audio/video of the live program and be able to submit your questions electronically. At these locations you'll also receive the printed Course Handbook upon arriving. To arrange for a Groupcast directly to your conference room — to share ideas and discuss issues relevant to your firm with colleagues and without the inconveniences of travel — please contact PLI's Groupcasts Department by email at groupcasts@pli.edu

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810 Seventh Avenue, New York, NY 10019

Fax or mail completed Registration/Order Form below.

New York City Seminar Location: PLI New York Center, 810 Seventh Avenue at 53rd Street (21st floor), New York, New York 10019. Message Center, program days only: (212) 824-5733.

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Cleveland Groupcast Location: Cleveland Metropolitan Bar Association, 1301 East 9th Street, Second Floor, Cleveland, Ohio 44114-1253. (216) 696-2404.

Mechanicsburg Groupcast Location: Pennsylvania Bar Institute, 5080 Ritter Rd., Mechanicsburg, Pennsylvania 17055. (800) 932-4637.

Philadelphia Groupcast Location: Pennsylvania Bar Institute, The CLE Conference Center, Wanamaker Building, 10th floor, Suite 1010, Center City Philadelphia, Pennsylvania 19103 (Juniper St. entrance, between 13th & Broad Sts., opposite City Hall). (800) 932-4637.

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Practising Law Institute®

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