

ETHICAL CONSIDERATIONS FOR CORPORATE INVESTIGATIONS UPDATES 2004

Tuesday, September 14, 2004 6:00 - 9:00 p.m.

This seminar will explore ethical duties and responsibilities of attorneys and other participants in corporate internal investigations involving public companies. These issues will be discussed from the point of view of both in-house and outside counsel for the corporation, investigating counsel and government representatives. The presentation will touch on a broad array of ethical issues, devoting special attention to current developments concerning conflicts of interests, protection and waiver of the attorney-client privilege, counseling of employee witnesses, and the federalization of ethical obligations imposed on attorneys under the Sarbanes-Oxley legislation of 2002.

PROGRAM CHAIR

Frank H. Wohl
Lankler Siffert & Wohl LLP

FACULTY

David M. Brodsky
Latham & Watkins LLP

Professor Bruce A. Green
Louis Stein Professor of Law
Fordham University School of Law

Karen Patton Seymour
Chief, Criminal Division
U.S. Attorney's Office
Southern District of New York

Audrey Strauss
Fried, Frank, Harris, Shriver & Jacobson

Ellen Yaroshefsky
Clinical Professor of Law
Executive Director, Jacob Burns Ethics Center
Benjamin N. Cardozo School of Law
Of Counsel, Hinshaw & Culbertson



AGENDA

- 6:00 - 6:05 **INTRODUCTION & PRESENTATION OF HYPOTHETICAL**
Frank H. Wohl
- 6:05 - 6:15 **OVERVIEW BY PANELISTS**
- 6:15 - 6:45 **DISCUSSION OF HYPOTHETICAL - PART I**
COMPANY COUNSEL'S PERSPECTIVE
 - The company's objectives
 - Ethical & tactical considerations in selecting the investigator & counsel
 - Ethical issues in managing the various corporate constituencies -- the company, management, the Board, the Audit Committee, the Special Committee
 - Issues raised by Public Company Accounting Reform and Investor Protection Act (Sarbanes Oxley)*David M. Brodsky*
- 6:45 - 7:15 **DISCUSSION OF HYPOTHETICAL - PART II**
INVESTIGATING COUNSEL'S PERSPECTIVE
 - Relationship to the government, the company - who is calling the shots
 - Advice & warnings to employees and other witnesses
 - Reports & records of the investigation
 - Application of the attorney-client privilege & the work-product doctrine*Audrey Strauss*
- 7:15 - 7:30 **BREAK**
- 7:30 - 8:00 **DISCUSSION OF HYPOTHETICAL - PART III**
THE PROSECUTOR'S PERSPECTIVE
 - The government's expectations of an internal investigation
 - Obligations of company and investigating counsel
 - Implications of the attorney-client privilege and work product*Karen Patton Seymour*
- 8:00 - 8:30 **DISCUSSION OF HYPOTHETICAL - PART IV**
THE ETHICIST'S PERSPECTIVE
 - New York's Code of Professional Responsibility
 - Conflict issues
 - Ethical considerations in dealing with corporate officers, employees & other witnesses
 - Confidentiality & disclosure issues*Professor Bruce A. Green & Professor Ellen Yaroshefsky*
- 8:30 - 9:00 **QUESTIONS & ANSWERS**

CLE CREDIT:

3 credits in ethics. This program provides transitional credit for newly admitted attorneys.

SPONSORING ASSOCIATION COMMITTEE: Professional Responsibility, Richard M. Maltz, Chair

REGISTRATION INFORMATION

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Registration Fee: Advance registration is advised. An additional
fee of \$25 will be charged for "walk-in" registrations--those
received later than 3:00 p.m. one business day prior to the
program.

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Live Program (includes materials):

☐ \$215 Member ☐ \$315 Non-member

Walk in Registration (includes materials):

☐ \$240 Member ☐ \$340 Non-member

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COMPLYING WITH THE SECURITIES LAWS: A PRACTICAL OVERVIEW OF THE RULES

Monday, September 27 9-5 p.m.

RESIDENTIAL CLOSINGS: SOUP TO NUTS

Wednesday, September 29 & Tuesday, October 5 6-9 p.m.

CURRENT ETHICAL ISSUES FOR IN-HOUSE COUNSEL

Tuesday, October 12 6-9 p.m.

HOT TOPICS IN SEC ENFORCEMENT

Friday, October 15 9-5 p.m.

TIMELY TOPICS IN TELECOMS: THE IMPACT OF VOIP, FCC TRIENNIAL REVIEW & OUTSOURCING

Monday, October 18 6-9 p.m.

CROSS-BORDER TRANSFERS OF PERSONNEL & JOBS IN MULTINATIONAL CORPORATIONS

Monday, October 25 6-9 p.m.

THE REAL DEAL: TECHNIQUES, STRATEGIES & REAL WORLD CONSIDERATIONS IN M&A TRANSACTIONS

Tuesday, October 26 9-2 p.m.

A PRIMER ON FEDERAL, NY STATE & CITY ADMINISTRATIVE LAW: GUIDANCE & STRATEGIES ON HOW TO CHALLENGE AGENCY ACTION & PROTECT YOUR CLIENT

Thursday, October 28 9-5 p.m.

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