THE CALIFORNIA CLUB – LOS ANGELES, CALIFORNIA (COURTESY OF CLUB MEMBER MICHAEL C. KELLEY)

ANNUAL INSTITUTE
WEDNESDAY, DECEMBER 6, 2017

FEATURED SPEAKERS:

SUPERVISOR KATHRYN BARGER
L.A. County Board of Supervisors, Fifth District

KATHLEEN L. BROWN
Former California State Treasurer
Manatt, Phelps & Phillipps, LLP

JUSTICE MARIANO-FLORENTINO CUÉLLAR
California Supreme Court

GENE T. SYKES
LA2028 CEO

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Top Speakers
The Institute will feature L.A. County Supervisor Kathryn Barger, former California State Treasurer Kathleen L. Brown (Manatt, Phelps & Phillips, LLP), California Supreme Court Justice Mariano-Florentino Cuéllar, LA2028 CEO Gene Sykes, former Assistant Secretary of State for Economic, Energy and Business Affairs Jose W. Fernandez (Gibson, Dunn & Crutcher LLP), noted USC Gould Professor Michael Chasalow, the General Counsels of Activision Blizzard, California Resources Corporation, Dollar Shave Club, Honda North America and Oaktree Capital, the CEOs of Central City Association, Diversity Lab (featured in a special breakfast session on how law firms and law departments are supporting diversity innovations), Gilmore Associates, the Los Angeles Tourism & Convention Board, senior attorneys at the U.S. Securities and Exchange Commission and the U.S. Attorney’s Office and many other prominent in house and outside practitioners.

Exceptional Networking with Hundreds of Experienced Professionals
Meet, reconnect and learn from your peers at five networking events – including a special breakfast session and a networking cocktail party.

Practical Advice and Take-Aways
You need to understand your clients’ economic and business environment to properly represent them. To that end, the Institute focuses on new developments in law, business and politics that affect business and legal professionals in Southern California and provides insight into best practices and changes in the law that impact local and national business operations.

Who Should Attend?
The Institute is crafted to meet the needs of in house counsel and those professionals who work with them, including: outside attorneys • accountants • compliance officers • consultants • corporate officers and directors • diversity officers • financial planners • HR professionals • investors • legal administrators • legal assistants • legal technology specialists • librarians • litigation support professionals.

Who Are We?
The Institute for Corporate Counsel is a collaboration of the USC Gould School of Law and the Los Angeles County Bar Association Corporate Law Departments Section. For more than 35 years, the Institute has been the premier annual event at which in house and outside counsel gather to compare notes, keep abreast of key legal developments and network with colleagues.

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1149 South Hill Street, Suite 340, Los Angeles, California 90015
Telephone: (213) 821-3580
Email: cle@law.usc.edu
Website: http://gould.usc.edu/cle
Office hours are 9:00 AM to 5:00 PM Pacific Time
SUPERVISOR KATHRYN BARGER serves the residents of Los Angeles County’s Fifth Supervisorial District, spanning 2,800 square miles, which includes 22 cities and 70 unincorporated communities in the San Gabriel, San Fernando, Cresenta, Santa Clarita and Antelope Valleys. She began her career in public service as a college student intern in the office of Supervisor Michael D. Antonovich and rose to become his Chief Deputy Supervisor in 2001, where she served until her election to the Board. She has served as chief policy advisor on health, mental health, social service and children’s issues and has worked with state, local and federal leaders to implement tough laws and vital public safety initiatives. She is a strong advocate for the homeless, the mentally ill, seniors and veterans.

KATHLEEN L. BROWN is a former California State treasurer and former Democratic Party gubernatorial nominee with nearly two decades of experience as a senior bank executive. As California State treasurer, she managed a $25 billion bond portfolio, oversaw a $32 billion cash management fund and served as a trustee on the boards of CalPERS and CalSTRS. She served as co-chair of the Council of Institutional Investors; co-chair of the Presidential Commission on Capital Budgeting; a commissioner of the Los Angeles Board of Public Works; and a two-term member of the Los Angeles Board of Education. At Manatt, Phelps & Phillips, LLP, Ms. Brown concentrates on business counseling, government and regulatory affairs in connection with the healthcare, energy, real estate and financial services industries. Prior to joining Manatt, she served in senior executive positions at Goldman Sachs and Bank of America.

JUSTICE MARIANO-FLORENTINO CUÉLLAR began serving on the California Supreme Court in January 2015. Before his service on the Court, he was the Stanley Morrison Professor of Law and Professor (by courtesy) of Political Science at Stanford University. Between 2004 and 2015, Justice Cuéllar also held leadership positions at Stanford’s Freeman Spogli Institute for International Studies. While on leave from Stanford, Justice Cuéllar worked at the White House as Special Assistant to the President for Justice and Regulatory Policy (2009-10). In this role, he led the Domestic Policy Council staff responsible for civil and criminal justice, public health policy and immigration.

GENE T. SYKES is the Chief Executive Officer of LA2028 and supervises all aspects of the Bid Committee’s business, operations and activities. Prior to joining the Bid Committee, Mr. Sykes was Co-Head of Global Mergers & Acquisitions, Co-Chairman of the Global Technology, Media and Telecom Group and a member of the Management Committee and the firm-wide Client and Business Standards Committee of Goldman Sachs.

Mr. Sykes is a board member of Common Sense Media and previously chaired the boards of The Nature Conservancy’s California Chapter and the National Parks Conservation Association.
7:30 AM
Registration and Continental Breakfast

7:45 AM
Special Breakfast Session

Innovations in Diversity: Five Pilot Programs to Promote Diversity within Law Firms and How Legal Departments Are Supporting Them

What happens when 54 partners from major law firms work together (virtually) in teams of six (each with two experts and a law student) to generate innovative ideas to achieve greater retention and advancement of experienced women and other diverse lawyers? That was the question for the Women in Law Hackathon held in 2016. Learn about the innovative pilot programs that evolved from the Hackathon, why over 40 firms have signed on to commit to at least one of these innovative programs and what three dozen legal departments are doing to support these law firms. Managing partners of law firms, law firm practice group and diversity leaders, and legal department heads will want to know and learn about these innovative solutions.

Don’t be left behind. Breakfast will be served.

0.5 HOURS OF MCLE ELIMINATION OF BIAS CREDIT AVAILABLE

9:15 AM
Opening Remarks

9:30 AM
A Conversation with Kathleen L. Brown and Supervisor Kathryn Barger

The 2017 Institute’s opening plenary session will feature former California State Treasurer Kathleen L. Brown (currently of Manatt, Phelps & Phillips) and L.A. County Supervisor Kathryn Barger. They will explore the state of the region, including such vital issues as the changing Southern California economy, the rise of new industries in the Southern California region, as well as such challenges as mental health and homelessness, immigration and criminal justice reform.
10:15 AM

**21st Century Los Angeles: Can it Leapfrog and Lead?**

This panel takes a lively look at Los Angeles today, tomorrow and beyond. What forces offer the promise that Los Angeles can leapfrog other major cities in the United States to set a new pace for a sustainable, livable, economically vibrant future?

What threats – from homelessness to high cost housing to a transportation system in transit – does Los Angeles face and how should it surmount them? What role can the law play in easing or obstructing this world-class city’s future?

- **Tom Gilmore**
  - Chief Executive Officer
  - Gilmore Associates

- **S. Gail Goldberg**
  - Executive Director
  - Urban Land Institute Los Angeles

- **Lucinda (“Cindy”) Starrett**
  - Latham & Watkins LLP

- **Ernest Wooden Jr.**
  - President and Chief Executive Officer
  - Los Angeles Tourism & Convention Board

**MODERATOR**
- **Jessica Lall**
  - President and Chief Executive Officer
  - Central City Association of Los Angeles

11:15 AM  Networking Break

11:30 AM

**TRANSACTIONAL TRACK SESSION 1A**

**What You Need to Know About the Exploding L.A. Technology Sector**

Our Silicon Beach panel will highlight the latest developments across the Los Angeles startup/tech landscape. This free-wheeling discussion will explore current business and financing trends, as well as the latest deal-structuring tools and techniques. Come along as we experience the thrill of riding a unicorn and the agony of enduring a down round. Enjoy practical tips and insights as well as a peek into the future of Silicon Beach!

- **Allison W. Buchner**
  - General Counsel
  - Dollar Shave Club

- **Brian Horner**
  - Tech Coast Angels

- **Mark Terbeek**
  - Greycroft Partners

**MODERATOR**
- **Michael A. Chasalow**
  - Clinical Professor of Law
  - Director, Small Business Clinic
  - USC Gould School of Law

**LITIGATION TRACK SESSION 1B**

**Blowing the Whistle in L.A.**

From the Supreme Court to the Silver Screen, the topic of whistleblowers is on everyone’s lips. Hear perspectives from the SEC, USAO, an auditor and the defense bar as the panel discusses bounties, retaliation, internal and government investigations and other issues particular to Southern California companies and their counsel.

- **John W. Berry**
  - Associate Regional Director (Enforcement)
  - U.S. Securities and Exchange Commission

- **Stephen A. Cazares**
  - Assistant U.S. Attorney
  - Deputy Chief, Major Frauds Section
  - U.S. Attorney’s Office (C.D. Cal.)

- **Bjorn Malmlund**
  - Ernst & Young LLP

**MODERATOR**
- **Thomas A. Zaccaro**
  - Paul Hastings LLP
12:30 PM

Luncheon Presentation:
LA2028

Our luncheon keynote speaker is Gene Sykes, CEO of LA2028, the committee that has succeeded in bringing the Olympics back to Los Angeles for a third time. The L.A. bid urged the IOC to “Follow the Sun” and it has, awarding the 2028 Games to L.A. In a special 30 minute conversation, Mr. Sykes will discuss the LA2028 plan and share insights from the successful campaign, which described our city as “a vibrant, young city poised on the edge of tomorrow.”

2:00 PM

TRANSACTIONAL TRACK SESSION 2A

Spin-Offs and Carve-Outs:
Tackling Complex Legal Issues While Slicing and Dicing the Target Company for the Benefit of Buyer and Seller

Increased shareholder activism and a desire to return value to shareholders while focusing on core business strategies has resulted in the continued uptick in spin-off and carve-out transactions by sellers. At the same time, strategic and private equity buyers are looking to unlock hidden value from under-performing assets and divisions. This experienced panel will discuss the challenges for these transactions, including addressing the target’s ability to operate independently and the seller’s potential tax liabilities. Highlights will include separating assets not easily divided, tackling intellectual property rights on a go-forward basis, avoiding missteps with contractual assignments, addressing the ongoing relationship between buyer and seller under a transition services agreement, communicating with key stakeholders and special considerations for cross-border transactions.

3:00 PM Networking Dessert Break
Regulatory Developments and Trends in Cross-Border M&A

We are almost one year into the new Presidential administration, and companies are facing increased antitrust scrutiny around the world and active foreign investment controls in the United States. This experienced panel of M&A professionals will address how to advise boards of directors and public and private companies engaging in cross-border deals and the regulatory developments impacting those transactions.

Jose W. Fernandez
Former Assistant Secretary of State for Economic, Energy and Business Affairs
Gibson, Dunn & Crutcher LLP
New York, NY

Ivan A. Schlager
Skadden, Arps, Slate, Meagher & Flom LLP
Washington, D.C.

Ian Spaulding
Managing Director
Goldman Sachs

MODERATOR
Alison S. Ressler
Sullivan & Cromwell LLP

The General Counsel Perspective: What Keeps Us Up at Night

Three experienced general counsel will discuss current issues that they and their legal departments are grappling with and the potential big issues of tomorrow. The panelists will also discuss how they and their legal teams try to anticipate new trends and stay on top of changes in their companies, their industries and the laws and regulations that affect them.

Catherine M. McEvilly
Senior Vice President
General Counsel
Honda North America, Inc.

Todd Molz
General Counsel
Chief Administrative Officer
Oaktree Capital Management, L.P.

Chris B. Walther
Chief Legal Officer
Activision Blizzard, Inc.

MODERATOR
Steven J. Olson
O’Melveny & Myers LLP

A Conversation with California Supreme Court Justice Mariano-Florentino Cuéllar

Justice Cuéllar, in a conversation with Mark Haddad, will address changes to and challenges facing the Supreme Court of our nation’s largest and most dynamic state.

Hon. Mariano-Florentino Cuéllar
Justice, Supreme Court of California
San Francisco, CA

Mark E. Haddad
Sidley Austin LLP

Networking Cocktail Party

Join Institute speakers and participants for a cocktail party hosted by JAMS.

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Frequently Asked Questions

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Institute tickets may be purchased as part of an Institute sponsorship or individually as indicated on the inside back cover of this brochure. Your all-day ticket or sponsorship fee includes the Institute program, the breakfast and breakfast session, the luncheon, the refreshment breaks, the networking cocktail party, the Institute app (an electronic guidebook to the Institute) and an electronic download of the Institute’s Syllabus.

CANCELLATIONS
All registrations and purchases are final and non-refundable.

LOCATION, PARKING AND HOTEL ACCOMMODATIONS
The Institute will be held at:

The California Club (courtesy of Club member Michael C. Kelley)
538 South Flower Street, Los Angeles, CA 90071
Website: www.californiaclub.org

Complimentary valet parking will be available at the Los Angeles Public Library garage (adjacent to the Club at 524 South Flower Street) with validation. Validations may be obtained at Will Call. Self-parking at the Library garage without validation costs $35. Parking will not be available at the Club garage.

For information regarding nearby hotel accommodations, please email us at cle@law.usc.edu or contact Wendy Wiley Willett at (213) 821-3579.

CHECK-IN AND BADGE PICK UP
Check-in begins at 7:30 AM. Badges will be held at Will Call, located inside the Great Hall on the first floor of the Club.

DRESS CODE
The dress code for the Institute is business attire. No jeans or athletic shoes are permitted at any time. Jackets and ties for gentlemen are required after 6:00 PM on the first floor of the Club.

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SYLLABUS
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**Wednesday, December 6, 2017**

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