

# Regulations 101

October 6, 2009 — Seattle, WA

## BECOME YOUR COMPANY'S IN-HOUSE EXPERT ON REGULATIONS AND COURT DECISIONS THAT DEFINE INVESTOR RELATIONS.

This important seminar provides a comprehensive overview of regulations and court decisions that impact financial disclosure, governance issues, self-regulating organizations (NYSE and NASDAQ) reporting, governance requirements, and civil and criminal liabilities.

This one-day seminar goes beyond text book instruction to provide small group discussion and application of regulatory issues to hypothetical cases. Your presenters are a team of legal experts, including **Chris Hall**, partner in the Portland office of Perkins Coie LLP, and **Andrew Moore**, partner in the Seattle office and co-author of *The Public Company: A Corporate Governance and Disclosure Guide for Directors and Executives*. Joining them will be **Mary Beth Kissane, JD**, Principal, Walek & Associates and Founder, Corporate Perception Research LLC.

### Seminar Objectives

By the end of the day, you will be able to:

- Explain the basic reporting requirements of public companies
- List the federal agencies and self regulating organizations (SROs) to whom a corporation has reporting obligations
- Discuss corporate governance issues that impact investor relations
- List the periodic reports that public companies must file with the SEC
- Discuss the impact of Sarbanes Oxley, Reg FD, and Reg G

### Topics Include

- **Reg FD** — and how recent court decisions have interpreted the regulation.
- **Sarbanes-Oxley** and **Reg G** — the impact on your investor relations program.
- **Corporate governance** — issues that influence investor relations.
- **Periodic filings** — all the reports that public companies must file with the SEC.
- **Reporting requirements** of public companies, the agencies responsible, and how SEC requirements differ from those of the self-regulating organizations (SROs).

### Who Should Attend?

Everyone working in IR needs to understand these rules and regulations. Investor relations professionals, both corporate and counselors, CFOs and financial communications professionals who want a primer on the regulations that impact investor relations will benefit from this comprehensive overview. There are no pre-requisites or advance preparation needed for attending this seminar.

Thanks to our sponsor Perkins Coie LLP

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Legal Counsel to Great Companies

Public Company Handbook provided by Bowne and Co., Inc.

# Regulation

## SPECIAL Registration Fee

Thanks to the support of the Perkins Coie LLP law firm, we are able to reduce the price of this seminar — for one-time only — by \$100.

**\$395** – NIRI members                      **\$595** – Nonmembers

Payment must accompany your registration form. You may mail your registration form along with your check, or fax the form with your credit card information. You may also use your credit card to register online at:

[www.niri.org/calendar/calendar.cfm](http://www.niri.org/calendar/calendar.cfm)

We recommend that you keep a copy for your records.

Bring a second person from your company and save \$100. Not a NIRI member? Join NIRI now and save \$200 on your registration. Go to [www.niri.org](http://www.niri.org).

Advance registration is accepted up to one week before the seminar. If you want to be included in the attendance roster distributed at the seminar, please register in advance. Late registrations are accepted at the door, on a space available basis, with payment by check or credit card. An additional \$50 will be charged for onsite registration.

## Confirmation

You will receive confirmation of your registration in approximately 10 days. If you do not receive a confirmation in that time, please contact NIRI at [education@niri.org](mailto:education@niri.org) or call 703-506-3570.

## What's Included?

- A portfolio including all teaching materials and resources.
- A copy of *The Public Company Handbook: a Corporate Governance and Disclosure Guide for Directors and Executives*, third edition, (2006) published by Bowne and Co., Inc. More information is also available on the Bowne Web site at: [www.bowne.com/securitiesconnect/](http://www.bowne.com/securitiesconnect/)
- A copy of *NIRI's Standards of Practice for Investor Relations*, a must for all IROs.
- A list of participants for your future networking use, including postal and e-mail addresses.

- Continental breakfast, lunch and refreshment breaks in morning and afternoon
- A certificate of attendance is available on request and you can earn 8 CPE credits for this intermediate level, group-live seminar.

The National Investor Relations Institute is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPE Sponsors, 150 Fourth Avenue North, Suite 700, Nashville, TN, 37219-2417. Web site: [www.nasba.org](http://www.nasba.org)

## Hotel Accommodations and Seminar Site

You are responsible for making your own hotel reservations. Hotel costs are not included in your seminar registration fee. If you cancel your registration for the seminar, don't forget to cancel your hotel reservation also. We recommend going to a web site, such as Orbitz, Travelocity or hotels.com. If you have questions about hotel accommodations, please contact Sharon Wall at NIRI 703-506-3579 or [swall@niri.org](mailto:swall@niri.org).

## October 6, 2009

Law Offices of Perkins Coie LLP  
1201 Third Avenue, Suite 4800  
Seattle, WA 98101



## Cancellation Policy

If you have an emergency and need to cancel your registration, you must send your request to NIRI in writing, and we recommend that you keep a copy for your records.

- If we receive your cancellation at least a week in advance, you will receive a full refund, minus \$100 administration fee.
- We cannot refund your money with less than a week's notice, but contact us as soon as possible about sending someone else in your place.
- Refunds are processed within one month of the seminar. For more information about NIRI's administrative policies, to send us a complaint, or to request a refund or cancellation, please contact Katherine Philipp at [kphilipp@niri.org](mailto:kphilipp@niri.org).

## Earn Credit Toward UCI Investor Relations Certificate

The University of California, Irvine Extension will offer one elective credit for students in their online certificate program in investor relations. For more information, please see the UCI Extension Web site at:

[www.unex.uci.edu](http://www.unex.uci.edu) or contact Lori Munoz-Reiland at 949-824-2282 or

[Lmunoz@uci.edu](mailto:Lmunoz@uci.edu).

## About NIRI

Founded in 1969, NIRI ([www.niri.org](http://www.niri.org)) is the professional association of corporate officers and investor relations consultants responsible for communications among corporate management, shareholders, securities analysts and other financial community constituents. The largest professional investor relations association in the world, NIRI's more than 4,000 members represent 2,000 publicly held companies and \$5.4 trillion in stock market capitalization.

## Seminar Agenda — Draft, subject to change

<b>8 – 8:30 a.m.</b>	<b>Registration and Continental breakfast</b>
<b>8:30 a.m.</b>	<b>Welcome and Introductions</b>
<b>8:35 – 9:30 a.m.</b>	<b>What is a Public Company?</b> Rules and from the SEC, NYSE and NASDAQ Public company reporting Periodic reports and real-time reporting
<b>9:30 – 9:45 a.m.</b>	<b>Break</b>
<b>9:45 – 10:45 a.m.</b>	<b>Public Company Reporting (cont.)</b> Executive compensation and proxy issues Certifications, MD&A, S-3, Civil & criminal liability
<b>10:45 – 11 a.m.</b>	<b>Break</b>
<b>11 a.m. – 12 noon</b>	<b>Corporate Governance</b> Sarbanes-Oxley NYSE and NASDAQ Civil & criminal liability
<b>12 – 12:30 p.m.</b>	<b>Public Disclosure Practices Under Regulations FD, G and M-A</b> Case Study #1 presentation
<b>12:30 – 1:30 p.m.</b>	<b>Buffet Lunch</b>
<b>1:30 – 2:00 p.m.</b>	<b>Case Study #1 discussion and analysis</b>
<b>2:00 – 2:30 p.m.</b>	<b>Regulation FD</b> Finding Your Voice
<b>2:30 – 2:45 p.m.</b>	<b>Break</b>
<b>2:45 – 3:30</b>	Regulation FD (cont.) Regulation G Safe Harbor for Forward-Looking Statements Regulation M-A
<b>3:30 – 3:45 p.m.</b>	<b>Break</b>
<b>3:45 – 4:45 p.m.</b>	<b>Hypothetical Corporation Case Example</b> Break-Out Session and Group Discussion In this small group activity, you will be given a role in a hypothetical corporation. You will analyze a real-world situation and decide on the best response to the issue in getting ready for a conference call or other communication.
<b>4:30 – 5:00 p.m.</b>	Wrap-Up, Summary
<b>5:00 p.m.</b>	Meeting adjourns



**Payment:** Full payment must be received at the time of registration. Registrations received without full payment will not be processed, and a late fee of \$50 will be charged if payment is not received by the start of the seminar. If you are registering within 10 days of the seminar, please send your registration form and payment to our street address (above) or fax a copy of this form with your credit card information. All NIRI memberships are individual memberships, not corporate memberships. Only members of NIRI are permitted to register as members; all others must pay the nonmember rate. NIRI reserves the right to make changes or cancel any program. If you have any questions, please call (703) 506-3570.

If NIRI decides to cancel this seminar for any reason, you are responsible for any charges you incur with the hotel, airline or travel costs. Program content is subject to change.

## 2009 Professional Development Registration Form

NAME _____		(PLEASE TYPE OR PRINT LEGIBLY WITH INK PEN)	NIRI MEMBERSHIP NO. _____	
TITLE _____				
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ADDRESS _____				
CITY _____		STATE _____	ZIP _____	
BUSINESS TELEPHONE _____			FAX NUMBER _____	
E-MAIL ADDRESS _____				
NICKNAME FOR BADGE _____				
ANY SPECIAL DIETARY OR PHYSICAL NEEDS? _____				

### Please enroll me in: Regulations 101

- October 6, 2009** — 1201 Third Avenue, Suite 4800, Seattle, WA  
 Fee: \$395 members; \$595 nonmembers  
 I am a:  NIRI Member  Nonmember  
 Not a member? Go to [www.niri.org](http://www.niri.org) to join and save \$200.

Bring your corporate counsel or another colleague from your company and get a \$100 discount on the second registration.

#### Additional Attendee

- NIRI Member: \$295  Nonmember: \$495

NAME (FIRST, LAST) _____		E-MAIL ADDRESS _____	
NICKNAME FOR BADGE _____		PHONE NUMBER _____	
<b>Payment:</b> <input type="checkbox"/> AMEX <input type="checkbox"/> Visa <input type="checkbox"/> MasterCard <input type="checkbox"/> Check (payable to NIRI)			
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NAME AS IT APPEARS ON CARD _____		SIGNATURE PANEL NUMBER _____	

### Please complete and return this form with payment to:

**NIRI, P.O. Box 96040, Washington, DC 20090 or fax (703) 506-3571.**

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