

The SEC Speaks in 2006

March 3-4, 2006



PROGRAM:

Washington, D.C.

Ronald Reagan Building &
International Trade Center



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- Securities Act Offering Reform Rules
- SEC Review and Practice Priorities
- New Rulemaking Initiatives
- Capital Market Developments
- Inspection and Enforcement Updates
- Special Ethics Update

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Why You Should Attend

The program provides a unique opportunity to hear about the concerns and initiatives of the Commission directly from the senior staff, commissioners, and commentators. Former commissioners and staff members will participate in these discussions as they focus on Securities Act Offering Reform Rules and much, much more. . .

Seven give-and-take Workshops, which flesh out our regular panels and investigate developing areas, will continue to give you enhanced opportunities to interact more directly with the staff and commentators in your areas of particular interest and get more detailed answers than is possible in the general sessions. We have continued the well-received panel on ethics, and we will offer a workshop on accounting issues. On Friday, registrants may sign up for one of the following Workshop sessions:

Workshop A: Accounting; Workshop B: Compliance Inspections and Examinations;
Workshop C: Investment Management; Workshop D: Enforcement.

On Saturday, registrants may sign up for one of three additional Workshop Sessions:
Workshop E: Market Regulation; Workshop F: Corporation Finance; Workshop G:
International Developments.

Who Should Attend

Securities and corporate lawyers in private practice or in-house, CEOs, CFOs, and others in senior management involved in decision making impacted by securities laws.

Special Features

- All attendees and speakers are invited to a cocktail reception on Friday evening, immediately following the afternoon session.
- The Association of Securities and Exchange Commission Alumni (ASECA) will give its annual dinner on Friday, March 3rd, immediately after the conference. For further information, go to www.SECalumni.org.

New York City Videoconference and San Francisco Time-Delayed Video

The Washington, D.C. session will be simultaneously broadcast via videoconference to viewers in New York City at the PLI New York Center, and broadcast via same-day, time-delayed video to viewers in San Francisco at the PLI California Center. Videoconference and Time-Delayed Video participants will receive all course materials. Please note: Only one workshop per day will be broadcast to registrants. On Friday, the Enforcement Workshop (D) and on Saturday, the Corporation Finance Workshop (F) will be broadcast to Videoconference and Time-Delayed Video attendees. The other workshops will be available online as archived audio programs after March 24, 2006.

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Program Schedule

Please plan to arrive sufficiently in advance of the conference start time to register. A continental breakfast will be available upon your arrival.

Please note: Live Webcast is a simultaneous broadcast from Washington, D.C., and times are E.S.T. Videoconference viewers in New York City and Time-Delayed Video viewers in San Francisco, times are all local.

Program Co-Chairs:

Alan L. Beller

Director
Division of Corporation Finance
Securities and Exchange Commission
Washington, D.C.

Linda Chatman Thomsen

Director
Division of Enforcement
Securities and Exchange Commission
Washington, D.C.

First Day: 9:00 a.m. – 5:45 p.m.

Morning Session: 9:00 a.m. – 12:30 p.m.

9:00

Opening Remarks

9:10

Chairman's Remarks

The Honorable Christopher Cox

9:30

Investment Management

- Investment company disclosure reform initiatives
- Soft dollars
- Exemptive application developments
- Recent developments under the Investment Advisers Act
- Hedge fund manager registration
- Investment Company Act developments

Speakers:

Division of Investment Management

Meyer Eisenberg

Acting Director

Barry D. Miller

Associate Director

Susan Nash

Associate Director

Robert E. Plaze

Associate Director

Commentators:

Harvey J. Goldschmid

Professor of Law

Columbia Law School

New York City

Stephen J. Friedman

Dean

Pace Law School

White Plains, New York

Laura S. Unger

Washington, D.C.

10:40

Commissioner's Remarks

The Honorable Cynthia A. Glassman

10:55 Break

11:05

Judicial & Legislative Developments

- Section 1103 freezes of payments to corporate officers
- Definition of security – viatical settlements
- Loss causation
- Preemption under SLUSA
- Antitrust immunity
- Challenge to Commission's fair value interpretation
- Challenge to fund governance rules amendments
- Challenge to hedge fund advisers rule
- Adjudication developments

Speakers:

Office of the General Counsel

Giovanni P. Prezioso

General Counsel

Jacob H. Stillman

Solicitor

Anne E. Chafer

Associate General Counsel

Richard M. Humes

Associate General Counsel

Commentators:

Edward H. Fleischman

Senior Counsel

Linklaters

New York City

Charles L. Marinaccio

Washington, D.C.

12:15

Commissioner's Remarks

The Honorable Paul S. Atkins

12:30 Lunch

Afternoon Session: 1:30 p.m. – 5:45 p.m.

1:30

Accounting

- Current financial disclosure issues
- Accounting and auditing issues
- International accounting issues
- Emerging practice issues
- Enforcement issues and trends

Speakers:

Brian D. Bullard

Chief Accountant, Division of Investment Management

Susan G. Markel

Chief Accountant, Division of Enforcement

Carol A. Stacey

Chief Accountant, Division of Corporation Finance

Scott A. Taub

Deputy Chief Accountant

Commentators:

Edward H. Fleischman

Senior Counsel

Linklaters

New York City

Harvey L. Pitt

Chief Executive Officer

Kalorama Partners, LLC

Washington, D.C.

2:40

Commissioner's Remarks

The Honorable Roel C. Campos

2:55 Break

3:05

Enforcement

- Regulated entities/financial services
- Current enforcement developments
- Accounting/financial fraud disclosure
- Insider trading
- Litigation developments

Speakers:

Division of Enforcement

Linda Chatman Thomsen

Director

Peter Bresnan

Deputy Director

Susan Markel

Chief Accountant

Joan McKown

Chief Counsel

Mark Adler

Deputy Chief Litigation Counsel

First Day (Continued)

Scott Friestad

Associate Director

Helene Morrison

District Administrator, San Francisco District Office

Randall Fons

Regional Director, Central Regional Office

David Nelson

Regional Director, Southeast Regional Office

Commentators:

Roberta S. Karmel

Centennial Professor of Law & Chair of the Steering Committee
Center for the Study of International Business Law
Brooklyn Law School

Richard Y. Roberts

Thelen Reid & Priest LLP
Washington, D.C.

4:15

Commissioner's Remarks

The Honorable Annette L. Nazareth

4:45

Workshops

Please note: Webcast, Videoconference and Time-Delayed Video viewers will be seeing the Enforcement Workshop (D). The other workshops will be available online as archived audio programs after March 24, 2006.

Workshop A: Accounting

- Emerging accounting issues
- Report on off-balance arrangements, special purpose entities and transparency
- International accounting issues
- Audit-related matters

Speakers:

Office of The Chief Accountant

Julie Erhardt

Deputy Chief Accountant

Scott A. Taub

Deputy Chief Accountant

Workshop B: Compliance Inspections and Examinations

- Examination program for investment advisers, investment companies, broker-dealers and transfer agents
- Cycles
- Examination priorities
- Most common deficiencies
- New initiatives

Speakers:

Office of Compliance Inspections and Examinations

Lori Richards

Director

Mary Ann Gadziala

Associate Director

Gene Gohlke

Associate Director

John McCarthy

Associate Director

John Walsh

Chief Counsel and Associate Director

Workshop C: Investment Management

- Shelf-space cases
- Sales practices in fund sales
- Miscellaneous hedge fund actions
- Reprise market timing issues
- Interpretive release matters
- International issues
- No-action letter
- Enforcement actions

Speakers:

Division of Investment Management

Douglas J. Scheidt

Chief Counsel and Associate Director

Barbara C. Chretien-Dar

Assistant Director, Office of Enforcement Liaison

Workshop D: Enforcement

- Enforcement priorities and process

Speakers:

Division of Enforcement

Pauline Calande

Counsel to the Director and Deputy Director

Laura Josephs

Assistant Director

Luis Mejia

Chief Litigation Counsel

John Polise

Assistant Chief Counsel—Markets

Yuri Zelinsky

Assistant Director

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Second Day: 9:00 a.m. – 2:45 p.m.

Morning Session: 9:00 a.m. – 12:30 p.m.

9:00

Corporation Finance

- Division review priorities
- Current interpretive issues
- Rulemaking initiatives
- Accounting developments

Speakers:

Division of Corporation Finance

Alan L. Beller

Director

Martin P. Dunn

Deputy Director, Legal

Shelley A. Parratt

Deputy Director, Disclosure Operations

Brian V. Breheny

Chief, Office of Mergers and Acquisitions

Paul M. Dudek

Chief, Office of International Corporation Finance

David M. Lynn

Chief Counsel

Elizabeth M. Murphy

Chief, Office of Rulemaking

Commentators:

J. Carter Beese, Jr.

Senior Advisor, Allied Capital
President, Riggs Capital Partners
Washington, D.C.

Charles C. Cox

Lexecon
Chicago

Edward H. Fleischman

Senior Counsel
Linklaters
New York City

10:10

Market Regulation

- Trading practices issues
- Financial responsibility update
- Mutual fund confirmations and point of sale disclosure
- Soft dollars
- Reg NMS
- Self-regulation
- Fixed-income market transparency

Speakers:

Division of Market Regulation

Robert L.D. Colby

Deputy Director

Larry E. Bergmann

Senior Associate Director

Catherine McGuire

Chief Counsel

Elizabeth King

Associate Director

Michael A. Macchiaroli

Associate Director

David S. Shillman

Associate Director

Commentators:

Aulana L. Peters

Gibson, Dunn & Crutcher LLP
Los Angeles

Irving M. Pollack

Dilworth Paxson LLP
Washington, D.C.

David S. Ruder

William W. Gurley Memorial
Professor of Law
Northwestern University School of Law
Chicago

11:20 Break

11:30

Ethics

- Current ethics developments

Speakers:

Office of The General Counsel

Giovanni P. Prezioso

General Counsel

Richard M. Humes

Associate General Counsel

William Lenox

Ethics Counsel

Commentators:

Harvey J. Goldschmid

Professor of Law
Columbia Law School
New York City

Isaac C. Hunt, Jr.

Washington, D.C.

12:30 Lunch

Afternoon Session: 1:45 p.m. – 2:45 p.m.

1:45

Workshops

Please note: Webcast, Videoconference and Time-Delayed Video viewers will be seeing the Corporation Finance Workshop (F). The other workshops will be available online as archived audio programs after March 24, 2006.

Workshop E: Market Regulation

- Reg NMS implementation
- NRSRO regulation
- Analysts conflicts
- Broker-dealer issues
- Recent no-action and interpretive letters
- Significant SRO rules, e.g. mutual fund and variable annuity sales practices
- Short sales
- Initial public offerings

Speakers:

Division of Market Regulation

Robert L.D. Colby

Deputy Director

James A. Brigagliano

Assistant Director

Deborah L. Flynn

Assistant Director

Thomas K. McGowan

Assistant Director

Brian Bussey

Assistant Chief Counsel

Jeffrey S. Mooney

Senior Special Counsel

Heather Seidel

Senior Special Counsel

Workshop F: Corporation Finance

- Disclosure and processing developments
- Current accounting issues
- Developments in regulatory policy

Speakers:

Division of Corporation Finance

Barry N. Summer

Associate Director

Gerald J. Laporte

Chief, Office of Small Business Policy

Craig C. Olinger

Deputy Chief Accountant

Second Day: (Continued)

Workshop G: International Developments

- Regulatory policy developments
 - Developments in international accounting and auditing
 - IOSCO Technical Committee Update: Corporate governance; best practices of intermediaries; and hedge funds
 - Regulatory dialogues
- Enforcement developments
 - IOSCO MMOU update
 - Next steps in cross-border cases: Freezing assets; bringing non-cooperative jurisdictions into the cooperation fold
 - International enforcement cases
- Technical assistance developments
 - Country updates: Iraq, Vietnam, and India
 - Regional training programs

Speakers:

Office of International Affairs

Ethiops Tafara

Director

Sherman Boone

Assistant Director, Regulatory Policy

Robert Fisher

Assistant Director, Technical Assistance

Susan Yashar

Assistant Director, Enforcement

Program Attorney: Loula Barkas

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Washington, D.C. Seminar Location: Ronald Reagan Building 5 International Trade Center, 1300 Pennsylvania Avenue, NW, Washington, D.C. 20004. (202) 312-1300.

Washington, D.C. Hotel Accommodations: JW Marriott Hotel, 1331 Pennsylvania Avenue Washington, DC 20004. (202) 393-2000. Rooms will be held for approximately 4 weeks prior to the program. In order to receive the preferred rate, mention PLI and state the name of the program you are attending. All reservations require a credit card at the time of booking.

New York City Videoconference 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.

New York City Hotel Accommodations: The New York Hilton & Towers, 1335 Avenue of the Americas, New York, NY 10019. Reservations (877) NYC-HILT. Please mention you are booking a room under the Practising Law Institute Corporate Rate and the Client File N# is 0495741. You may also book reservations on line at www.hilton.com and enter the same Client File # in the Corporate ID # field to access Practising Law Institute rates.

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Payment Policy: Registration fees are due in advance. Attendees may pay by check, Visa, MasterCard, American Express or Diners Club.

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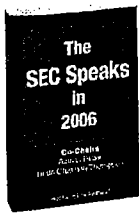
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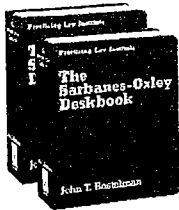
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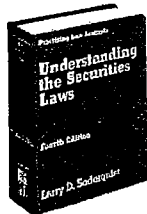
TREATISES

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By John T. Bostelman (Sullivan & Cromwell LLP, New York City)

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By Larry D. Soderquist

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(Cleary Gottlieb Steen & Hamilton, LLP, New York City)

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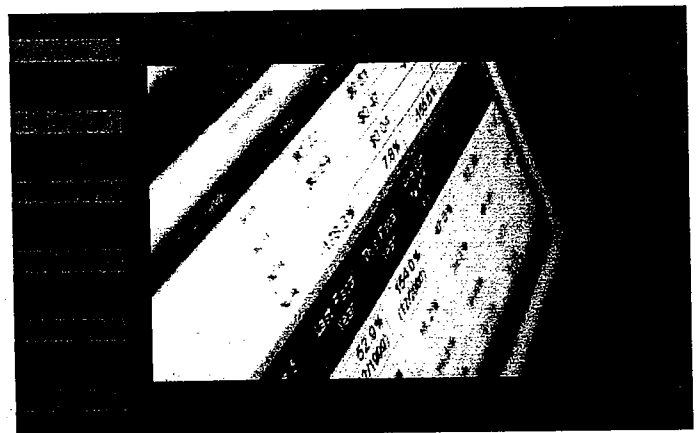
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Presents

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The SEC Speaks in 2006

8225 Washington, D.C. Seminar,*

March 3-4, 2006, Ronald Reagan Building & International Trade Center, \$895

Washington, D.C. attendees only: Please choose one Workshop for each day:

Friday:

- Accounting (A)
- Compliance Inspections and Examinations (B)
- Investment Management (C)
- Enforcement (D)

Saturday:

- Market Regulation (E)
- Corporation Finance (F)
- International Developments (G)

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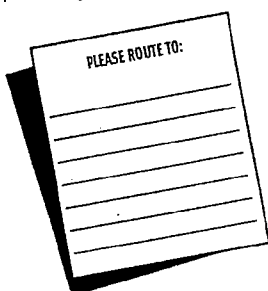
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