



**Earn up to 6 MCLE Credits
Including One Hour of Ethics
Earn up to 6 Hours CPE Credit**

An Important New Seminar!

Internal Investigations

In the Era of "Cooperation"

May 20, 2005 • Hyatt Regency Hotel • Atlanta

Who Should Attend:

- Attorneys and Legal Staff
- Auditors
- Accountants
- Corporate Officers and Directors
- Human Resource Personnel
- Private Investigators
- Internal Auditors
- Managers
- In-House Counsel
- Compliance Officers
- Government Officials

...and anyone interested in
and affected by internal
investigation issues!

Dear Colleagues:

The professional lives of corporate officers and the lawyers advising them have dramatically changed in the wake of recent revelations of accounting irregularities, law and regulatory violations, corporate misbehavior, and management inattention to the need for effective compliance practices. Whistleblowers, Sarbanes-Oxley, increased government law enforcement efforts and class action lawsuits are now the engines of change that are redefining the landscape of corporate governance. In this new environment, in which businesses both large and small are vulnerable, the damage from a failure to timely, objectively and effectively address issues of compliance can be devastating to shareholders and the finances and reputations of board members, management and employees.

When an investigation is looming, will you know how to undertake an effective investigation, understand the allegations, efficiently uncover the facts, evaluate their significance, and work with both internal and outside constituencies to constructively address the issues raised for the benefit of the corporation?

This Seminar brings together leading experts from government and the private sector to examine each of these topics from a practical, up-to-the-minute perspective. The speakers will look at legal and policy considerations that drive the governmental process and shareholder actions. They will also address the "nuts and bolts" factors that companies should consider in deciding when an investigation should be initiated, as well as how it should be conducted, managed, reported and, ultimately, resolved.

We hope that you will join us for this important program.

Michael K. Wolensky, Esq.
Program Chair
Schiff Hardin, Atlanta



Visit our website at cle.com for a complete listing of MCLE requirements in all states. You will also find a schedule of our upcoming conferences and a listing of available homestudy courses.

Register Online at www.cle.com or Call (800) 873-7130
Seminar Schedule and Speaker Biographies Inside



Morning 8:30 a.m. – 12:30 p.m.

Afternoon 1:45 p.m. – 5:00 p.m.

8:30 Registration

9:00 **Welcome and Overview**

How Internal Investigations Fit into the
“Cooperation” Equation

Michael K. Wolensky, Esq., Program Chair
Schiff Hardin, Atlanta

9:30 **Internal Investigations:
A Regulator’s View**

How to Make Sure You Are “Cooperating” with the SEC

Richard P. Wessel, Esq., District Administrator
Atlanta District

Securities and Exchange Commission, Atlanta

10:15 Morning Break

10:30 **Counseling Corporate Clients
Through the Process**

When, Why and How to Utilize Internal Investigations

W. Scott Sorrels, Esq.
Powell Goldstein, Atlanta

11:30 **Keys to a Corporate Investigation**

Strategies for the Successful Investigation

John L. Latham, Esq.
Alston & Bird, Atlanta

12:30 Lunch Break

1:45 **SARBOX and “Cooked Books”**

The Role of the Forensic Accountant in
Internal Corporate Investigations

John Levitske, CPA, CFA, ASA, ABV
Managing Director

Standard & Poor’s Corporate Value Consulting, Chicago

2:45 Afternoon Break

3:00 **Investigating with DOJ in Mind**

“Privileged? We Don’t Think So!”

Dorothy Yates Kirkley, Esq.
Kirkley & Hawker, Atlanta

4:00 **Addressing “Sacred Cows”**

Ethical Considerations for the
Investigator and Investigated

James R. Doty, Esq.
Baker Botts, Washington, DC

5:00 Adjourn



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April 29, Atlanta

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May 16, Denver

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Land Use Law
June 9-10, Reston
June, 16-17, Tampa

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June 16-17, Princeton

Golf and Resort
Development
August 11-12, Salt Lake City

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Internal Investigations
Friday, May 20, 2005

meet your **faculty**

<p>Program Chair</p> <p>Michael K. Wolensky focuses his practice on securities litigation and market regulation matters. He represents clients in New York Stock Exchange, Securities and Exchange Commission, National Association of Securities Dealers, and state investigations and related litigation, including white-collar matters. He conducts internal investigations for corporations and regulated entities. He also represents parties in arbitration proceedings and counsels investment advisers, money managers, and broker dealers. Prior to entering private law practice, he served in a series of increasingly senior attorney and legal administrative positions at the SEC for 16 years.</p>	<p>Dorothy Yates Kirkley has over 30 years of experience in commercial and criminal litigation in both federal and state courts. She is a fellow of the American College of Trial Lawyers. She was Chair of Atlanta Mayor Shirley Franklin's Ethics Task Force and was a recipient of the Atlanta Bar Association's Leadership Award for 2003. She served as an Assistant Attorney General of the State of Georgia and then as an Assistant United States Attorney for the Northern District of Georgia.</p> <p>John L. Latham is a member of his firm's Securities Litigation and Capital Markets groups. He counsels numerous public companies on corporate governance and disclosure matters and represents issuers, officers, directors, accountants, underwriters and broker-dealers in securities disputes. He has served as Special Counsel to a number of public companies in connection with special investigations on behalf of those companies. He has represented clients in a variety of regulatory matters.</p> <p>John Levitske has extensive experience in forensic accounting and litigation support, and has testified as an expert witness in forensic investigation, damages and valuation matters. He has led investigations on behalf of Fortune 500 and middle-market companies in the United States, Mexico and Canada, and has served as an accounting arbitrator in international disputes. He is a Certified Public Accountant (Illinois and Pennsylvania), a Chartered Financial Analyst, and is Accredited in Business Valuation with the American Society of Appraisers and the American Institute of Certified Public Accountants.</p>	<p>W. Scott Sorrels is a partner in the Litigation department of his firm, concentrating in securities, regulatory and corporate investigations, and corporate governance counseling and disputes. He has extensive experience conducting internal investigations, as well as working with boards, audit committees and special committees of public corporations, in engagements ranging from the negotiation and fairness analysis of merger and acquisition transactions to extensive forensic investigations relating to financial fraud and officer and director misconduct.</p> <p>Richard P. Wessel is responsible for supervising the Commission's enforcement and examination activities in seven southeastern states. He first joined the Commission as a staff attorney in 1973 and subsequently served as a branch chief and an assistant director in the Division of Enforcement. From 1983 until his appointment as District Administrator in 1987, he served as an Associate Director of the Commission's Division of Market Regulation.</p> <p>CLE International Program Attorney: Laura Terlisner Mehew, laura@cle.com.</p>
<p>James R. Doty represents clients before the Securities and Exchange Commission in a full range of regulatory, enforcement, and compliance matters. He counsels boards of directors and audit committees on problems arising under the Sarbanes-Oxley Act and related issues. From 1990 through 1992, he served as the general counsel of Securities and Exchange Commission. He was named one of the <i>Legal Times</i>' 10 "Leading Lawyers" in the field of securities regulation and corporate governance for 2004 and one of Washington's Best Lawyers by <i>Washingtonian</i> magazine.</p>		

seminar **information**

<p>Continuing Education Credit</p> <p>MCLE: This course has been approved by the Georgia State Bar for a maximum of 6 hours of MCLE credit including one hour of ethics.</p> <p>CPE: This course meets the requirements of the Georgia State Board of Accountancy for 6 hours of CPE credit.</p> <p>CLE INTERNATIONAL is an approved provider in all states having mandatory CLE requirements. For accreditation in other jurisdictions and disciplines, please contact Brian Fineberg at (303) 377-6600 or brian@cle.com.</p> <p>Registration</p> <p>Advance registration is recommended, and you are encouraged to mail in your registration early. Or simply call in your registration or home study order to (800) 873-7130, fax the Registration/Order Form to (303) 321-6320, e-mail your registration to registrar@cle.com or register online at www.cle.com. Full payment is due at time of registration. Walk-in registrations will be subject to space availability. Please call CLE INTERNATIONAL at (303) 377-6600 if you require any special accommodations.</p>	<p>Seminar Location and Accommodations</p> <p>The Seminar will be held at the Hyatt Regency Hotel, 265 Peachtree Street, NE, Atlanta, Georgia, 30303. For room reservations and special rates, please call Community World Travel at (888) 724-0500 or visit www.communityworldtravel.com.</p> <p>Tuition</p> <p>The tuition fee of \$395 per person includes attendance at all sessions, course materials, continental breakfast and coffee breaks. CLE INTERNATIONAL offers special rates for 501(c)(3) organizations, full-time judges and law students.</p> <p>Save When Two or More Register</p> <p>Save \$90 or more with our multiple registrant discount! Tuition is only \$350 per person for two or more from the same firm.</p> <p>About CLE International</p> <p>CLE INTERNATIONAL, a leading provider of continuing professional education, has been presenting high-quality professional education programs nationwide since 1983.</p>	<p>Course Materials</p> <p>Each registrant will receive a set of materials prepared by the speakers especially for this Seminar, which will serve as a valuable future reference. The course materials alone are available for \$95 plus \$10 shipping and handling.</p> <p>Home Study Package</p> <p>If you cannot attend, CLE INTERNATIONAL also offers a complete audio transcript of the Seminar (including all course materials) for \$395 plus \$10 shipping and handling.</p> <p>Cancellation</p> <p>Full tuition refunds (less a \$50 administrative charge) will be given only if notice of cancellation is received by 5:00 p.m. MST on the Friday preceding the Seminar. Substitutions may be made at any time.</p> <p>Sponsorship Information</p> <p>Sponsorship and exhibition opportunities are still available. For more information, please contact Sarah Neenan, Marketing Coordinator, at (303) 377-6600 or sarah@cle.com.</p>
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Legal & Policy Considerations

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Ethical Considerations for the Investigator and Investigated



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