MANDATORY CLE AND CPE CREDIT
ALI-ABA is an accredited MCLE provider in AR, AK, CA, IL, FL, MD, ME, MA, MI, NJ, NY, NC, OK, OR, SC, WI, WV, WI, and WV. The course applies in a non-mandatory state, and all other MCLE jurisdictions. For specific information on CLE, CPE, or other professional accreditation, please e-mail the MCLE Team at TeamMCLE@ali-aba.org, go to http://www.ali-aba.org/mcle, or call 1-800-CLE-NEWS.

T eamMCLE@ali-aba.org, go to http://www.ali-aba.org/mcle, for information regarding ALI-ABA's administrative policy carefully. Confirmations are necessary to the Mansion on Forsyth Park 700 Drayton Street, Savannah, GA 31401; phone (912) 238-5158 or FAX (912) 238-5146. Room reservations may be made by calling or writing hotel reservations and indicate that they are attending the ALI-ABA Course of Study to qualify for rooms in the block. These rooms will be held as a block, unless exhausted, until May 21, at which time they will be released to the general public. Registrants must make their own hotel reservations and indicate that they are attending the ALI-ABA Course of Study to qualify for rooms in the block. Room reservations may be made by calling or writing the ALI-ABA Course of Study to qualify for rooms in the block.

If you haven't taken a securities course since the 2002 Sarbanes-Oxley Act or are unfamiliar with the hugely significant securities laws of the modern age, this is the course for you. Featuring:
• Regulation of public offerings
• Transactions by corporate insiders
• Corporate disclosure and conduct
• Liabilities under antifraud provisions
• And much more!

"This is by far the best CLE I have ever attended. The materials were thorough and the panels articulate and clear. They followed and referred to the location of the materials in their presentation. In short, it was exactly what I hoped it would be and more." – Arthur E. Fillmore, Kansas City, Missouri

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"Hazen was superb and kept the interests of our learning primary in his presentations. The materials are superb and I will keep them handy for use back in the office. Great course!" – recent registrant

The most comprehensive securities fundamentals course on the market!

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**Fundamentals of Securities Law**

A perfect course for general counsel, business lawyers, and commercial litigators!

This course is for YOU if:
- You advise public companies or companies that intend to seek public or private financing
- You are exposed to SEC matters or regulation and want to understand the regulatory scheme
- You want to learn from the top practitioners
- You work for securities lawyers
- You're an accountant with public company clients unfamiliar with the securities regulatory scheme
- You represent public companies

For more than 25 years, ALI-ABA has educated lawyers on the basic structure and concepts of federal securities laws. Securities law—including the minefields laid out by Sarbanes-Oxley—is an intensely complex field with enormous influence on the law and the economy, and this is the only course to guide attorneys and other professionals who wish to gain familiarity with the regulatory scheme. If you work in this field, you must know where and how these laws are relevant in a general or specialized business or emerging securities law practice. There’s no better way to enter or remain competitive in this difficult field than to learn from the best— the most experienced teachers, practitioners, authors, and editors.

Bringing experience unsurpassed in the securities field and an academic perspective essential to understanding these rules, this faculty is without equal in both refreshing knowledgeable securities practitioners and guiding newcomers. Moreover, this veteran, specially selected team works extremely well together to lead registrants further in their practice. The faculty’s entertaining relationship with each other and the audience is what makes this course one of ALI-ABA’s best.

Registrants are encouraged to indicate special areas of interest that will then be integrated into the presentations.

For complete program details, go to www.ali-aba.org/CN018/

**PLANING CHAIRS (also on faculty)**


Mr. Berkeley has more than 30 years of experience as counsel in corporate and business transactions and securities enforcement matters, and extensive professional association and academic activities. He has been more than 20 years as co-chair of the annual ALI-ABA Course of Study, Regulation D Offerings and Private Placements. His presentations are noted for their clarity, process, practical guidance, and his interactions with other panel members and highlights key issues.

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**Total 60-minute hours of instruction: 12, including one hour of ethics**

**PLANNING CHAIRS**


For more than 30 years, Mr. Berkeley has been associated with leading securities and related matters. He has served as a corporate director, and has been a partner at leading securities and corporate law firms in the United States and Europe.

**FACULTY**

**FACULTY**

Martin P. Dunn, O’Melveny & Myers LLP, Washington, D.C. and former Deputy Director, Division of Corporate Finance, U.S. Securities and Exchange Commission

Mr. Dunn practiced with Division of Corporate Finance for almost 20 years and served as special counsel, deputy chief counsel, counsel, associate director (disclosure operations), associate director (legal) and most recently as its Deputy Director. He was long regarded as one of the SEC’s most effective speakers and is highly regarded for his down-to-earth presentations of sometimes difficult concepts and his willingness to respond candidly to all manner of questions.

Kevin V. Haynes, Visiting Assistant Professor, University of North Carolina School of Law, Chapel Hill

Formerly an associate in the Palo Alto, California, office of Wilson Sonsini Goodrich & Rosati, working in the Corporate and Securities Law and Governance practice areas, Professor Haynes teaches courses on Business Associations, Mergers and Acquisitions, Contracts, and Property.

M. Patricia Oliver, Former Executive Vice President, Secretary, and General Counsel, BB&T Corporation, Winston-Salem, North Carolina

Ms. Oliver was a partner in the Cleveland, Ohio, office of Squier, SCanBe & Dmerry, where she led the firm’s financial services practice and served as head counsel for several well-known financial and services companies. Her practice areas include Sarbanes-Oxley compliance, corporate governance and regulatory compliance, securities law, and mergers and acquisitions. She is a frequent speaker on banking and tax issues and a contributing writer for banking journals.

Robert B. Robbins, Pillsbury Winthrop Shaw Pittman LLP, Washington, D.C.

Mr. Robbins, chair of the firm’s Corporate Securities practice section, has more than 20 years of experience in corporate securities transactions, corporate governance, and private investment funds. He has published widely on securities law topics and has served for more than ten years as co-chair of the annual ALI-ABA Course of Study, Regulation D Offerings and Private Placements. He is a former chair of the steering committee of the SEC Bar Section on Corporate Finance and Securities Law.

Amy Bowzeran Freed, Hogan & Hartson, L.L.P., Baltimore

Ms. Freed represents issuers and investment banks in private and public offerings. She counsels boards of directors of public and private companies on corporate-governance issues and provides advice on disclosure and other requirements of the securities laws. Her practice focuses on Sarbanes-Oxley Act compliance issues. Previously, Ms. Freed was a deputy chief counsel of the Securities and Exchange Commission’s Division of Corporation Finance. Prior to that, Ms. Freed was special counsel in the Division’s Office of Chief Counsel and an examiner of registration statements, prospectuses, reports, and other SEC filings.

**For additional information, faculty biographies, and testimonials, go to www.ali-aba.org/CN018/**
breaks are provided daily. June 13, the program runs from 8:30 a.m. to 4 p.m. Continental breakfasts and mid-morning and afternoon refreshment/networking

**PROGRAM HIGHLIGHTS**

- **The presentations.**
  - makes this course one of ALI-ABA's best.
  - essential to understanding these rules, this faculty is without equal — the most experienced teachers, practitioners, authors, and leaders.
  - relevant in a general or specialized business law or emerging securities law practice. There's the regulatory scheme. If you work in this field, you must know where and how these laws are to other laws; role and functions of the SEC.
  - The federal securities laws; definition of the term "security"; jurisdictional questions; relation to other laws; role and functions of the SEC.
  - Formerly an associate in the Palo Alto, California, office of Wilson Sonsini Goodrich & Rosati, working in the Corporate and Business Law and Securities practice areas. Professor Haynes teaches courses on Business Associations, Mergers and Acquisitions, Contracts, and Property.
  - Professor Hazen has authored leading treatises and numerous law review articles focusing on securities regulation, corporate law, and corporate governance. His books include a six-volume treatise on corporate law, and a casebook on securities regulation.
  - The faculty’s entertaining relationship with each other and the audience is what
  - for their clarity, perspective, and practical guidance and their interactions with other panel members and key highlights.

**FACULTY**

- **Martin P. Dunn,** O'Melveny & Myers, LLP, Washington, D.C. and former Deputy Director, Division of Corporate Finance, U.S. Securities and Exchange Commission.
- **Kevin V. Haynes,** Visiting Assistant Professor, North Carolina Wesleyan College, Chapel Hill.
- **Thomas Lee Hazen,** Cary C. Bushmaster Distinguished Professor of Law, University of North Carolina School of Law, Chapel Hill.

**PROGAM HIGHLIGHTS**

- **Securities Laws:** What You Need To Know
  - The federal securities laws; definition of the term "security"; jurisdictional questions; relation to other laws; role and functions of the SEC.
  - Securities Act of 1933: The Start of It All
  - Structure of the 1933 Act; the registration process; disclosure requirements; the exemptions for non-public and small offerings, intrastate offerings, offerings to employees, offerings outside the U.S., and secondary transactions; liability under §11, §12.
  - Structure of the 1934 Act; issuer registration; periodic reporting requirements; informal disclosure requirements; proxy solicitation; shareholder proposals; beneficial owners; reports; tender offers; "going private"; reports and liability under §16, elements of Rule 10b-5; civil liability under the antifraud provisions; liability for insider trading; liability for corporate misstatements.

**Sarbanes-Oxley Act of 2002:** An Indispensable Overview

CEO and CFO certifications; new rules for audit committees; new lawyer responsibilities

**Ethics and Professional Responsibility (one hour)**

**Total 60-minute hours of instruction: 12, including one hour of ethics**

**For more program details, go to www.ali-aba.org/CN018/**

**Can’t Participate in the Course or Webcast?**

Course Materials for this Program Are Available in Hard-Copy or Online!

This valuable book of specially prepared forms, study outlines, articles, and related material is available for only $149 with FREE s/h. Use the form order or go to www.ali-aba.org/CN018/
This course is for YOU if:

• You advise public companies or companies that intend to seek public or private financing
• You are exposed to SEC matters or regulation and want to understand the regulatory scheme
• You want to learn from the top practitioners
• You work for securities lawyers
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City Market: Explore the city's most vibrant art colony, the City Market Art Center, housing a diverse group of artists' studios and galleries with a variety of different media.

"America's Most Haunted City" – In a city that predates the revolutionary war, there's bound to be more than a few dark corners. In 2002, the American Institute of Parapsychology determined it was the perfect place for supernatural activity based on the history of fires, plagues, wars and voodoo. Try a cemetery tour, a ghost tour, or a tour based on the best-selling book Midnight in the Garden of Good and Evil.

Cultural Attractions and Museums: Savannah is the home to more than 45 historical and cultural attractions. Spend part of your day discovering the treasures and history that lie within many house museums, forts and other historic sites.

The most comprehensive securities fundamentals course on the market! clickable logo

Thursday-Friday, June 12-13, 2008
Savannah, GA (Mansion on Forsyth Park)  |  live video webcast

From the first national provider of CLE
Annual Course of Study/Video Webcast for In-House and Outside Counsel
live on site  |  live video webcast

HOTEL ACCOMMODATIONS
If you haven’t taken a securities course since the 2002 Sarbanes-Oxley Act or are unfamiliar with the hugely significant recent SEC rules and proposed amendments, this is the course for you. Featuring:

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–Arthur E. Fillmore, Kansas City, Missouri

Taught by the giants in the field, leaders repeatedly acclaimed among ALI-ABA’s best CLE teachers.

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For more information and to plan your itinerary, go to
www.savannahvisit.com