

The Samuel and Ronnie Heyman Center on Corporate Governance
Benjamin N. Cardozo School of Law • Yeshiva University

Securities Industry Association Compliance & Legal Division

Corporate Trouble: A Conversation about the Future of the Thompson Memo and Lessons of the HP Board Scandal

Program

Wednesday, November 15, 2006

The Samuel and Ronnie Heyman Center
on Corporate Governance
Benjamin N. Cardozo School of Law
Yeshiva University - Brookdale Center
55 Fifth Avenue
New York, New York 10003-4391
e-mail: heymancenter@yu.edu
www.heyman-center.org

Securities Industry Association
Compliance & Legal Division
www.siacl.com

Corporate Trouble

Two of the biggest corporate law stories of 2006 were (i) Judge Lewis Kaplan's excoriation of the US Department of Justice's application of the Thompson Memorandum in prosecuting accounting firm KPMG and (ii) the disclosure of Hewlett-Packard's internal investigation of its board members. This program will explore the long-term ramifications of these stories.

Schedule

7:00 p.m. Introduction

PROF. ERIC J. PAN

Assistant Professor of Law and Director, The Samuel & Ronnie Heyman Center on Corporate Governance, Benjamin N. Cardozo School of Law

7:10 p.m. Discussion: Future of the Thompson Memo and Lessons of the HP Board Scandal

Speaker MARK F. POMERANTZ

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Moderator PROF. MICHAEL H. STONE

Adjunct Professor of Law and Senior Fellow, The Samuel & Ronnie Heyman Center on Corporate Governance, Benjamin N. Cardozo School of Law

8:30 p.m. Reception

This event will be on the record.

We respectfully request that audience members turn off their cell phone and blackberry ringers and refrain from leaving before the end of a panel discussion.

MARK F. POMERANTZ

Mark F. Pomerantz is a partner in the Litigation Department of Paul, Weiss, Rifkind, Wharton & Garrison LLP. In 2005 and 2006, he was selected as one of the leading White-Collar Crime lawyers in the United States by *Chambers' Guide to America's Leading Business Lawyers*.

Mr. Pomerantz has represented some of the largest companies in the United States in investigations undertaken by the U.S. Department of Justice and various state and local prosecutors. He has tried cases on behalf on commercial clients and individuals before juries and arbitration panels, and also has substantial appellate experience, arguing dozens of appeals before appellate courts throughout the country.

Additionally, Mr. Pomerantz has handled major matters and internal investigations involving all aspects of alleged corporate misconduct, including securities and bank fraud, mail and wire fraud, RICO and FCPA violations, tax offenses, and bribery.

Before joining Paul Weiss, Mr. Pomerantz served as editor of the *Michigan Law Review* and was elected to the Order of the Coif. He was a federal prosecutor in the U.S. Attorney's Office for the Southern District of New York, and headed the Appeals Unit in that office during 1981-1982. Mr. Pomerantz returned to government service in 1997 and served as chief of the Criminal Division in the U.S. Attorney's office until 1999.

Mr. Pomerantz has taught advanced criminal procedure at Harvard Law School and federal criminal litigation, appellate advocacy and contracts at Columbia Law School. He is a member of the American Bar Association, the Association of the Bar of the City of New York, a former board member of the New York Council of Defense Lawyers, and a fellow of the American College of Trial Lawyers. Mr. Pomerantz holds a B.A. from Harvard College and a J.D. from University of Michigan Law School.

PROF. MICHAEL H. STONE

Michael H. Stone is a Senior Fellow of The Samuel and Ronnie Heyman Center on Corporate Governance and Adjunct Professor of Law at Cardozo. He formerly was a Managing Director and General Counsel of Morgan Stanley Individual Investment Group (formerly Morgan Stanley Dean Witter) and interim Chief Legal Officer of Morgan Stanley & Co.

Prior to joining Dean Witter in April 1982, Prof. Stone was Chief Attorney, Branch of Enforcement at the US Securities and Exchange Commission. From 1973 to 1977, Prof.

Stone served as a law clerk in the Appellate Term of the Supreme Court of the State of New York.

Prof. Stone is a Past President of the Compliance and Legal Division, Executive Committee of the Securities Industry Association and served on the SIA's Federal Regulation Committee. He presently serves on the Board of Directors of Regulatory DataCorp, International LLC, and the Mediation Panel for the Federal District Court in the Eastern District of New York.

He is a member of the ABCNY Committee on Professional & Judicial Ethics, the ABA Section of Dispute Resolution and the ABA Center for Professional Responsibility. Previously, he served on the Chicago Board Options Exchange Business Conduct Committee. Prof. Stone teaches Ethics for the Business Attorney at Cardozo. Prof. Stone holds a BA from the State University of New York at Binghamton, JD from Brooklyn Law School and LLM from New York University.

PROF. ERIC J. PAN

Eric J. Pan is Assistant Professor of Law and Director of The Samuel and Ronnie Heyman Center on Corporate Governance at the Benjamin N. Cardozo School of Law.

Before joining Cardozo, Prof. Pan was an attorney in the Washington, DC office of Covington & Burling, where he worked in Covington's corporate, securities, and international practice groups. His practice consisted of mergers and acquisitions, public and private securities offerings, securities regulation, general corporate advisory work, and public and private international law matters. Before his time at Covington, he was a Jean Monnet Lecturer in Law at Warwick University, England, and served as director of Warwick's Programme in Law and Business. He was also a visiting fellow in international law at Cambridge University, England.

Prof. Pan is an Associate Fellow of the Royal Institute for International Affairs (Chatham House) in London and a term member of the Council on Foreign Relations. Prof. Pan received an A.B. in Economics from Harvard College, a M.Sc. in European and International Politics from Edinburgh University, Scotland, and a J.D. from Harvard Law School. Prof. Pan is a member of the New York State and District of Columbia bars.