**Friday, November 18th**

**Location:** Town Center Forum and South Atrium  
8:30-9:00 Continental Breakfast and Registration

9:00-9:15 **Welcome and Introductions**
Welcome:
- Program Chair Jonathan Lipson (University of Wisconsin Law School)
- Dean Margaret Raymond (University of Wisconsin Law School)
- Liz Sanger and Nate Inglis Steinfeld (Wis. L. Rev. Symposium Editors)

Introduction of Distinguished Symposium Fellow  
David S. Ruder (Northwestern University School of Law)

Introduction of Keynote Speaker

9:15-10:00 **Keynote Address:** “Hiring Teams, Firms, and Lawyers: Evidence of the Evolving Relationships in the Corporate Legal Market”
  
  David Wilkins (Harvard Law School)

10:00-10:30 Refreshment Break in South Atrium

10:30-12:00 **Session #1: The Changing Economics and Division of Labor between In-House Counsel and Outside Firms**
Chair: Jonathan Lipson (University of Wisconsin Law School)

Presenters:
- R. Thomas Howell, Jr. (American Bar Association)  
  “Changes in In-House Practice”
- Larry E. Ribstein (University of Illinois College of Law)  
  “Law’s Information Revolution and the Embedded Lawyer”

Commenter:
Jerome D. Okarma (Johnson Controls, Inc.)

12:00-1:15 **Networking Lunch for Panelists and All Registered Attendees in South Atrium**
Session #2: The Role of the In-House Counsel at Start-ups and Technology Firms

Chair: Cheryl Rosen Weston (University of Wisconsin Law School)

Presenters:

Darian Ibrahim (University of Wisconsin Law School)
“How Do Start-ups Obtain Their Legal Services?”

William C. Stone (Outside GC LLC)
“The Rise of Entrepreneurial ‘Outsourced General Counsel’ Firms”

Michael Falk (Wisconsin Alumni Research Foundation)
“Issue Spotting: Helpful and Less Helpful Counseling of Early-Stage Companies”

Commenter:

Matthew Neco (Docstoc, Inc.)

2:45-3:00 Short Break in South Atrium

Session #3: The Managing General Counsel and Quality Control
Part 1: Control, Oversight, and Ethics

Chair: Anne Smith (University of Wisconsin Law School)

Presenters:

Lawrence A. Hamermesh (Widener University School of Law)
“How Let You Into the House?”

William H. Simon (Columbia Law School)
“Why Is There No ‘Quality Movement’ in Law Practice?”

Eli Wald (University of Denver Sturm College of Law)
“In-House Diversity and Discrimination”

Commenter:

Jolene Yee (E. & J. Gallo Winery)

4:30-5:00 Refreshment Break in South Atrium
5:00-6:30  Session #4: The Managing General Counsel and Quality Control
Part 2: Managing Crises and Ethics

Chair:  John J. Huber (FTI Consulting, Inc.)

Presenters:

Deborah A. DeMott (Duke University School of Law)
“The Stages of Scandal and the Roles of General Counsel”

Donald C. Langevoort (Georgetown University Law Center)
“Getting (Too) Comfortable: In-House Lawyers, Enterprise Risk and the Financial Crisis”

Steven L. Schwarcz (Duke University School of Law) and Kathleen G. Cully (Kathleen G. Cully PLLC, New York)
[Coauthors with Shaun Barnes]
“In-House Counsel’s Role in the Structuring of Mortgage-Backed Securities”

Commenter: Thomas P. Newman (AIG, Inc.)

6:30  Break for Walk to Union South – Reconvene in the Varsity Room (2nd floor)

7:00-8:30  Symposium Banquet and Keynote Address

Location: Union South Varsity Room
7:00  Dinner for Panelists and Those Who Have Registered for Dinner (Cash Bar)
8:00  Introduction of Keynote Speaker by Jonathan Lipson

Keynote Address:
“In-House Counsel and the External Auditors – a Powerful Alliance”

Cynthia M. Fornelli (Center for Audit Quality)

8:30  Adjourn

Saturday, November 19th

Location: Town Center Forum and South Atrium

8:30-9:00  Continental Breakfast and Conversation in the South Atrium

9:00-10:30  Session #5: In-House Counsel in Transnational Firms and Emerging Economies

Chair:  John Ohnesorge (University of Wisconsin Law School)

Presenters:

Sida Liu (University of Wisconsin)
“The Backyard: ‘Palace Wars’ over Professional Regulation”

David Wilkins (Harvard Law School)
“Is the In-House Counsel Movement Going Global? Assessing the Role of Internal Counsel in Emerging Economies”

Commenter:  Christoph Henkel (Mississippi College School of Law)
10:30-11:00 Refreshment Break in South Atrium

11:00-12:30 Session #6: Special Issues for In-House Counsel in Multinational Corporations: The Foreign Corrupt Practices Act (FCPA) and Ethics

Chair: Jason Yackee (University of Wisconsin Law School)

FCPA Overview: Mike Koehler (Butler University)

Presenters:

Daniel C. K. Chow (Ohio State University Moritz College of Law)
“China Under the Foreign Corrupt Practices Act”

Mike Koehler (Butler University)
“Revisiting a Foreign Corrupt Practices Act Compliance Defense”

Andrew Brady Spalding (ITT Chicago-Kent College of Law)
“Four Unchartered Corners of Anti-Corruption Law: In Search of Remedies to the Sanctioning Effect”

Joseph Yockey (University of Iowa College of Law)
“FCPA Settlement, Risk-Aversion, and Internal Strife”

Commenter:

Stephanie A. Lyons (Northwestern Mutual Life Insurance Company, Inc.)

12:30 Break for Walk to Lunch at Union South

12:45-2:15 Lunch and Closing Keynote Address

Location: Union South Varsity Room (2nd Floor)

12:45 Lunch Provided for Panelists and Registered Attendees

1:40 Introduction of Keynote Speaker by Jonathan Lipson

Keynote Address: “A View from the Outside: Progress and Partnerships”

Gail A. Lione
(Retired Executive Vice President and General Counsel, Harley-Davidson, Inc.)

2:10 Closing Comments: Jonathan Lipson

2:15 Adjourn
Participant Biographical Statements

Daniel C. K. Chow is the Joseph S. Platt-Porter Wright Morris and Arthur Professor of Law at the Ohio State University Michael E. Mortiz College of Law. Chow writes and teaches in the area of international trade law, international business transactions, international intellectual property, and the law of China. He has written extensively in all of these areas. His recent publications include International Business Transactions: Problems, Cases, Materials (Aspen 2d ed. 2010) (with T. Schoenbaum) and “Counterfeiting as an Externality Imposed by Multi-national Companies on Developing Countries,” 51 Virginia Journal of International Law 785 (2011). He is completing a casebook, Doing Business in China, to be published by West in 2011. Chow previously served as in-house counsel for a multinational company in China. He received his B.A. and J.D. from Yale University.

Kathleen G. Cully is a solo practitioner in New York who focuses on consumer bankruptcy. Ms. Cully also provides expert testimony on complex financial transitions, including RMBS and credit default swaps as well as financial guaranty insurance, and speaks on RMBS and related topics at bankruptcy judges’ workshops and consumer bankruptcy seminars. Prior to launching her own business in 2007, she was Managing Director and General Counsel for CIFG Group and for CIFG Assurance North America, Inc. In that capacity she was responsible for all legal aspects of the business and operations of then-AAA-rated CIFG Group, comprising primary financial guarantors in the U.S. and Europe, a French reinsurer and as associated holding and services company. Before joining CIFG, Ms. Cully was Managing Director and General Counsel of ACA Capital Holdings, Inc. (1998-2003), Deputy General Counsel for FitchRatings (1993-98), Legal Counsel for Citigroup (1985-93), and an Associate at Sullivan & Cromwell LLP (1982-85). Ms. Cully earned a J.D. from Yale Law School where she was Articles Editor of the Yale Law Journal.

Deborah A. DeMott is the David F. Cavers Professor of Law at Duke University Law School. She holds a B.A. from Swarthmore College and J.D. from New York University where she was Articles Editor of the NYU Law Review. She began her professional career with a judicial clerkship in a federal court in New York City and later practiced with a large law firm in that city, until she joined the Duke law faculty in 1975. In 1989, she received the Scholar/Teacher of the Year Award from Duke University. Professor DeMott served as the Reporter for the American Law Institute's Restatement (Third) of Agency (2006). From 2000-02, she held a secondary appointment as Centennial Visiting Professor in the Law Department of the London School of Economics. She has also taught at the Universities of Sydney, Melbourne, Texas, Colorado, San Diego, the Hastings College of Law, and at Osgoode Hall Law School. She was a Fulbright Senior Scholar at Sydney and Monash Universities in Australia and been a visiting scholar at University of Florida College of Law, Frances Lewis Law Center, Washington and Lee University School of Law, and the University of Auckland. She is the author of a treatise, Shareholder Derivative Actions (1987) and a casebook, Fiduciary Obligation, Agency and Partnership (1991). Her other writing concerns corporate law, takeovers and acquisitions, and fiduciary obligation.

Michael Falk is General Counsel for the Wisconsin Alumni Research Foundation, the patent management and licensing organization of the University of Wisconsin–Madison. Mr. Falk is responsible for a staff of eighteen legal, research, and intellectual property professionals who oversee WARF’s patent program and manage its legal affairs. Before joining WARF, Mr. Falk practiced law with Foley & Lardner in its Madison office. Mr. Falk did his undergraduate work at Columbia University and earned a J.D., M.B.A., and an M.S. in bacteriology from the University of Wisconsin–Madison. He graduated cum laude from the law school where he served as Articles Editor for the Wisconsin Law Review and is a member of Order of the Coif.
Cynthia M. Fornelli is the Executive Director for the Center for Audit Quality (CAQ). The CAQ was founded to serve investors, public company auditors, and the markets. The Center is dedicated to enhancing investor confidence and public trust in the global capital markets by fostering high quality performance by public company auditors; convening and collaborating with other stakeholders to advance the discussion of critical issues requiring action and intervention; and advocating policies and standards that promote public company auditors’ objectivity, effectiveness, and responsiveness to dynamic market conditions. As the Executive Director, Ms. Fornelli is responsible for carrying out the mission and vision of the Center’s Governing Board, which represents the public company auditing firms, the American Institute of CPAs and independent public members.

Ms. Fornelli has twice been honored by Directorship magazine as one of the 100 most influential people on corporate governance and in the boardroom, and in 2010, Accounting Today named her one of the 100 most influential people in accounting for the fourth consecutive year. She served on the National Association of Corporate Directors’ (NACD) 2010 Blue Ribbon Commission on the Audit Committee and the NACD 2009 Blue Ribbon Commission on Risk Governance, and is a member of the Securities and Exchange Commission Historical Society’s Board of Advisors’ class of 2014.

Prior to becoming the Center’s Executive Director, Ms. Fornelli was the Regulatory and Conflicts Management Executive at Bank of America. In that role, she was responsible for managing enterprise-wide conflicts that potentially could arise from the bank’s delivery of multiple products and services across several business divisions, particularly as these conflicts related to securities regulation. She also had responsibility for coordinating enterprise regulatory relations with securities and banking regulators. Before joining Bank of America, Ms. Fornelli was Deputy Director of the Division of Investment Management of the U.S. Securities and Exchange Commission, where she was responsible for implementing SEC policy, rules and regulations in the investment company, and investment advisory industries.

Lawrence A. Hamermesh is the Ruby R. Vale Professor of Corporate and Business Law at the Widener University School of Law and Director of the Widener Institute of Delaware Corporate and Business Law. From 2010 to June 2011 he served as an attorney fellow at the U.S. Securities and Exchange Commission’s Division of Corporation Finance. Professor Hamermesh received a B.A. from Haverford College in 1973, and a J.D. from Yale Law School in 1976. Following graduation from law school, Professor Hamermesh worked as Associate Attorney and then as a partner with Morris, Nichols, Arsht & Tunnell in Wilmington, Delaware. He joined the faculty at Widener in 1994. Professor Hamermesh is admitted to practice in Delaware, and he teaches and writes in the areas of Corporate Finance, Mergers and Acquisitions, Securities Regulation, Business Organizations, Corporate Takeovers, and Professional Responsibility.

Christoph Henkel is Assistant Professor of Law and the Director of the International and Comparative Law Center at the Mississippi College School of Law in Jackson, Mississippi. He writes and teaches in the areas of Commercial Law, Bankruptcy, European Union Law, International Dispute Resolution, and International Business Transactions. Professor Henkel’s recent publications focus on the role of contingent capital in bank restructuring and reorganization as well as the European sovereign-debt crisis. He has also published on the issue of confidentiality in international commercial arbitration and on the subject of the legal professional privilege in Europe. Prior to joining the faculty at Mississippi College, Professor Henkel taught at the University of Indiana School of Law in Indianapolis, the John Marshall Law School in Chicago and at Concordia International University Law School in Tallinn, Estonia. He holds an S.J.D. and LL.M. degree from the University of Wisconsin, and earned a J.D. equivalent degree at the Justus-Liebig-University in Giessen, Germany. Professor Henkel has practiced law in the U.S. and Europe.

R. Thomas Howell, Jr. has been General Counsel of the American Bar Association (ABA) since August 2007. He also served as Interim Executive Director of the ABA from November of 2009 to May 2010. He earned his J.D. from the University of Wisconsin Law School, an A.B. from Williams College, and he attended the Advanced Management program at the Harvard Business School. Before becoming employed by the ABA, where he has been an active member for more than forty years, he was of counsel to Seyfarth Shaw in Chicago. Prior to that, he spent twenty-five years at the Quaker Oats Company, where he served as Vice President, General Corporate Counsel and Corporate Secretary. Before joining Quaker, after a brief respite with the U.S. Army following graduation from law school, he spent four years with Hopkins & Sutter, a Chicago law firm that is now part of Foley & Lardner.
John J. Huber joined FTI Consulting as a Senior Managing Director in 2011. Mr. Huber provides consulting services and expert witness testimony in the areas of securities offerings, strategic transactions, corporate disclosure, restatements, internal control over financial reporting, and corporate governance. Prior to joining FTI, Mr. Huber was a senior partner of Latham & Watkins, LLP where he counseled companies and investment banking firms on securities offerings, tender offers, and mergers. He also advised companies, audit and compensation committees on a broad range of securities regulation issues, including securities law, accounting, restatements, internal control over financial reporting, and corporate governance. Mr. Huber is the former director and deputy director of the U.S. Securities and Exchange Commission’s Division of Corporation Finance. During his eleven years at the SEC, he was responsible for the Division’s rule-making program for the integrated disclosure system, shelf registration, going private, and the first permanent rules governing tender offers. He supervised the Division’s review and comment process of filings by public companies. Mr. Huber is an editor of The Practitioner’s Guide to the Sarbanes-Oxley Act, published by the American Bar Association. He is a former chairman of the ABA’s Subcommittee on Securities Registration and the ABA’s Task Force on Regulation FD as well as a former member of the NASD’s Corporate Finance Committee. Mr. Huber holds a B.A. from the University of Wisconsin, a J.D. from the University of Wisconsin Law School, and a LL.M. (Taxation) from the Georgetown University Law Center.

Darian Ibrahim is an Associate Professor at the University of Wisconsin Law School whose research focuses on corporate and securities law and its application to entrepreneurial activity. Professor Ibrahim is particularly interested in the legal and economic issues involved in financing rapid-growth start-up companies, which he examines in recent work on angel investors, venture debt, venture capital, and the geography of entrepreneurship. Professor Ibrahim earned a J.D. magna cum laude from Cornell Law School and a B.S. magna cum laude in Chemical Engineering from Clemson University.

Mike Koehler is an Assistant Professor of Business Law at Butler University. Professor Koehler's research interests broadly include the intersection of corporate conduct and criminal law, corporate compliance and ethics, international trade and investment, and specifically the Foreign Corrupt Practices Act (FCPA). A leading expert on the FCPA and other anti-corruption laws and initiatives, Professor Koehler testified at the Senate Judiciary Committee’s “Examining Enforcement of the Foreign Corrupt Practices Act” hearing in November 2010 and he is a frequent speaker on such topics before business and academic audiences. Professor Koehler is a member of the “Foreign Corrupt Practices Act Task Force” sponsored by the Searle Civil Justice Institute at George Mason University’s Law & Economics Center and he founded and maintains the site FCPA Professor, an industry leading forum that has earned national and international recognition. Professor Koehler’s most recent scholarship has been published by the GEORGETOWN JOURNAL OF INTERNATIONAL LAW and the INDIANA LAW REVIEW. Koehler previously was a lawyer in private practice with Foley & Lardner and he is a cum laude graduate of the University of Wisconsin Law School and served as the Editor-in-Chief of the WISCONSIN INTERNATIONAL LAW JOURNAL.

Donald C. Langevoort is the Thomas Aquinas Reynolds Professor of Law and Co-Director of the Joint Degree in Law and Business Administration Program at Georgetown University Law Center. He holds a B.A. from University of Virginia; and J.D. from Harvard. Prior to joining the Law Center faculty in 1999, Professor Langevoort was the Lee S. and Charles A. Speir Professor at Vanderbilt University School of Law, where he received the Paul J. Hartman Award for Excellence in Teaching. He has been a visiting professor at Harvard Law School and the University of Michigan Law School and a lecturer at the Washington College of Law, American University. After practicing for two years at Wilmer, Cutler & Pickering in Washington, D.C., he joined the staff of the U.S. Securities and Exchange Commission as Special Counsel in the Office of the General Counsel. Professor Langevoort is the co-author, with Professors James Cox and Robert Hillman, of Securities Regulation: Cases and Materials (Aspen Law & Business), and the author of a treatise entitled Insider Trading: Regulation, Enforcement and Prevention (West Group). He has also written many law review articles, a number of which seek to incorporate insights from social psychology and behavioral economics into the study of corporate and securities law and legal ethics. Professor Langevoort has testified numerous times before Congressional committees on issues relating to insider trading and securities litigation reform.
Gail A. Lione For a more than twenty-three years, Gail Lione served as General Counsel of three U.S. based companies in three different industries. In her most recent assignment, Ms. Lione was the Executive Vice President, General Counsel, Secretary and Chief Compliance Officer of Harley-Davidson, Inc. until May 2010. She also served as President of The Harley-Davidson Foundation from 2006 until May of this year when she retired from the company. During her almost fourteen year career with Harley-Davidson, she was a member of the executive leadership team and also served as Vice President of Human Resources for approximately two years. For the seven years prior to joining Harley-Davidson, Ms. Lione was General Counsel and Secretary of U.S. News & World Report and its affiliates, The Atlantic Monthly Company, Applied Graphics Technologies, Inc. and Applied Printing Technologies. Her first General Counsel position from 1986-89 was with Sun Life Group of America in Atlanta, Georgia where she managed the legal affairs and all regulatory activities of five insurance companies licensed in fifty states. Ms. Lione started her legal career as an attorney with Morgan, Lewis & Bockius in Philadelphia, Pennsylvania.

Ms. Lione is a member of the Board of Directors and audit committee of Sargento Foods, Inc. She also currently serves on the Board of Directors of the Bradley Center Sports & Entertainment Corp and the Board of Trustees of the University of Rochester. She is the Chair of the Board of the YMCA of Metropolitan Milwaukee and she chairs the Nominating Committee of the board of the Milwaukee Art Museum. Ms. Lione’s other professional associations include being a member of the Fellows of the American Bar Foundation and the Board of Managers of the University of Pennsylvania Law School.

Ms. Lione received her B.A. degree in Political Science magna cum laude/Phi Beta Kappa from the University of Rochester and a J.D. from the University of Pennsylvania. She is married to Barry Grossman, an attorney at Foley & Lardner, and has a daughter, Margo, who graduated this year from the University of Pennsylvania.

Jonathan C. Lipson is the Foley & Lardner Professor of Law at the University of Wisconsin Law School, where he teaches contracts, commercial law, corporations, and bankruptcy law courses, as well as a deal-based simulation and a seminar on constitutional problems in bankruptcy. He has previously taught at the law schools of Temple University, the University of Pennsylvania, the University of Baltimore and Northeastern University. Prior to teaching, Professor Lipson practiced corporate, commercial, and bankruptcy law in Boston at Hill & Barlow and in New York at Kirkland & Ellis and Milbank, Tweed, Hadley & McCloy. While in practice, he was involved in several large and complex Chapter 11 cases, including those of Healthco, Thinking Machines Corporation, and CIS Corporation. He is a member of the American Law Institute, the American College of Commercial Finance Lawyers, and has served in leadership positions with the American Bar Association. He has also served as an expert in complex reorganizations, including that of Enron Corp. His scholarship has appeared in, among others, the UCLA, USC, Minnesota, Notre Dame, Boston University, Wisconsin, Ohio State and Washington University law reviews. Lipson is a graduate of the University of Wisconsin, B.A. with honors (1986) and J.D. (1990), where he was a Note Editor of the WISCONSIN LAW REVIEW.

Sida Liu is Assistant Professor of Sociology and Law at the University of Wisconsin-Madison, and a Research Fellow at KoGuan Law School at Shanghai Jiao Tong University. He holds a Ph.D. from the University of Chicago. Professor Liu’s current research interests focus on the historical change, social structure, and political mobilization of the legal profession. He is the author of two books about the legal profession in China, as well as numerous journal articles. Among is most recent publications is “Lawyers, State Officials, and Significant Others: Symbiotic Exchange in the Chinese Legal Services Market,” CHINA QUARTERLY 206: 276-293 (2011).

Stephanie A. Lyons is Assistant General Counsel and Assistant Secretary in the law department at The Northwestern Mutual Life Insurance Company, located in Milwaukee, Wisconsin. In that role, she provides legal advice in connection with the Company’s investments in public and private debt, equities, and real estate. She also works in the areas of corporate finance and compliance. She earned her J.D. from the University of Wisconsin Law School and previously was a shareholder at Godfrey & Kahn S.C., Milwaukee.
Matthew Neco is General Counsel for Docstoc,® Inc., a venture-backed online marketplace whose mission is to help make every small business better with extensive resources, including guided self-help, professional quality, legal and business templates and documents, articles, and videos (Docstoc.com). Previously he was GC for the company that developed and distributed the peer-to-peer file sharing software program Morpheus®, which was one of the respondents in MGM Studios v. Grokster, 125 S. Ct. 2764 (2005). He has been counsel to a vertically integrated, multi-faceted media company that owns nightclubs, has represented both sides of deals and disputes in the entertainment and evolving media industries, and in Bankruptcy Court. Mr. Neco has taught intellectual property licensing at Pepperdine Law School, started a music related technology company, and is a professional mediator. He is proud to be a graduate of the University of Wisconsin Law School. (For more: linkedin.com/in/MattNeco, docstoc.com/docs/100363161/, and follow him on Twitter @Matt_Neco).

Thomas (Tom) Newman joined American International Group, Inc. (AIG) in 2008 where he focuses on providing legal support for the technology operations of AIG. Mr. Newman has extensive experience in information technology and intellectual property issues, with an emphasis on negotiating vendor contracts relating to hardware, software, outsourcing, market data, and general procurement requirements. Prior to joining AIG, he was a Senior Vice President at Wachovia Corporation where he led the legal support for the bank’s global outsourcing and offshoring program. Prior to becoming in-house counsel, he was in private practice in the Washington, DC office of Alston & Bird LLP.

Mr. Newman has advised on many information technology transactions, ranging from complex application development, software-as-a-service, and ITO and business process outsourcing transactions to software license, professional services, reseller, hardware purchase and maintenance, and market data transactions. His global experience includes negotiating transactions in North and South America, Europe, the Middle East, the People's Republic of China, Japan, India and the Philippines. Mr. Newman has also been involved in restructuring vendor relationships, and leading information technology aspects of corporate acquisitions, spin-offs and divestitures. He has recently been active in the area of privacy and data protection, partnering with security and privacy officers to develop and implement enterprise-wide privacy and information security standards and programs. Mr. Newman is a graduate of the Harvard Law School and the National University of Ireland.

John Ohnesorge is Associate Professor of Law at the University of Wisconsin Law School where he teaches Business Organizations and Administrative Law, as well as seminars in Chinese Law and in law and economic development in developing countries. He also is Director of the Law School’s East Asian Legal Studies Center and Co-Chair of the Wisconsin China Initiative. Professor Ohnesorge received his B.A. degree from St. Olaf College (1985), his J.D. from the University of Minnesota Law School (1989), and his S.J.D. from Harvard Law School (2002). Along the way he has spent several years in East Asia, first as a teacher and law student in Shanghai in the 1980s, and then as a lawyer in Seoul in the 1990s.

Jerome D. Okarma is Vice President, Secretary and General Counsel at Johnson Controls. Mr. Okarma joined the company in 1989 as assistant general counsel and served as group general counsel for each of the company’s business units before being elected a corporate officer as assistant secretary in 1990. He was named to his current position in 2004. Prior to joining the company, Mr. Okarma was an attorney at Inland Steel Company, from 1977 through 1982. He joined Borg-Warner Corporation in 1982, where he served as assistant secretary and senior attorney. Mr. Okarma received his law degree from Northwestern University School of Law. He graduated with honors from Western Illinois University with a Bachelor of Arts degree in history. Mr. Okarma serves on the board of directors for the United Way Leadership Team, Legal Division. He is also a recipient of the Distinguished Alumni Award from Western Illinois University.
**Larry E. Ribstein** is the Mildred Van Voorhis Jones Chair in Law and the associate dean for Research at the University of Illinois College of Law. Professor Ribstein is the author of leading treatises on limited liability companies (Ribstein & Keatinge on Limited Liability Companies) and partnership law (Bromberg & Ribstein on Partnerships), as well as two business associations casebooks (Ribstein & Lipshaw, Unincorporated Business Entities, 4th edition 2009) and Ribstein & Letsou, Business Associations, 4th edition, 2003). His books also include The Sarbanes-Oxley Debacle and The Constitution and the Corporation (both with Henry Butler), The Law Market (with Erin O'Hara), The Rise of the Uncorporation and The Economics of Federalism (with Kobayashi). From 1998-2001 he was co-editor of the **SUPREME COURT ECONOMIC REVIEW**. Ribstein has written or co-authored approximately 150 articles on subjects including corporate, securities and partnership law, constitutional law, bankruptcy, film, the internet, family law, professional ethics and licensing, uniform laws, choice of law, and jurisdictional competition.

**David S. Ruder** is the William W. Gurley Memorial Professor of Law Emeritus at Northwestern University School of Law where he teaches and writes in the area of securities regulation and business associations. He has published more than 100 law review articles, tributes, book reviews, minor papers, and transcripts of panel participations in the areas of corporate law and securities law. He has participated as a committee chairman or member in the preparation of eight substantive reports in the securities and corporate law areas. Professor Ruder earned a J.D. from the University of Wisconsin Law School and practiced law until 1961, when he joined the Northwestern faculty. During the period 1977-85 he served as Dean of the School. From 1987-89, he served as Chairman of the U.S. Securities and Exchange Commission. In May 2010, he was appointed as a member of the Joint CFTC-SEC Advisory Committee on Emerging Regulatory Issues. He has been active in many securities regulation related public service organizations.

**Steven L. Schwarcz** is the Stanley A. Star Professor of Law and Business, Duke University School of Law, and Founding Director of Duke University’s Global Capital Markets Center. His areas of research and scholarship include insolvency and bankruptcy, international finance and capital markets, and commercial law. (Links to his scholarship are at http://www.law.duke.edu/fac/schwarcz/) Prior to joining the Duke faculty, he was a partner at two leading international law firms, where he represented top banks and other financial institutions in structuring innovative capital market financing transactions, both domestic and international. He also helped to pioneer the field of asset securitization, and his book, Structured Finance, a Guide to the Principles of Asset Securitization (3d edition), is one of the most widely used texts in the field. Professor Schwarcz has been an adviser to the United Nations, Leverhulme Visiting Professor at the University of Oxford, Visiting Professor at the University of Geneva Faculty of Law, and Senior Fellow at The University of Melbourne Law School. He has given endowed or distinguished public lectures at The University of Hong Kong, Georgetown University Law Center, Southern Methodist University (SMU) Dedman School of Law, Benjamin N. Cardozo School of Law, The University of Tennessee, Hofstra University School of Law, the University of Oxford, National University of Singapore, Chapman University, Capital University, The National Assembly of the Republic of Korea, and the Korean Financial Supervisory Service. He has been the keynote speaker at conferences of the European Central Bank, the Corporate Law Teachers Association of Australia, New Zealand, and Asia-Pacific, the NEW YORK LAW SCHOOL LAW REVIEW, the UNIVERSITY OF SOUTH CAROLINA LAW REVIEW, the NEW YORK UNIVERSITY SCHOOL OF LAW JOURNAL OF LAW AND BUSINESS, the CHAPMAN UNIVERSITY LAW REVIEW, Moody's Corporation, and the Asian Securitisation Forum. Professor Schwarcz is also a Fellow of the American College of Bankruptcy, a Founding Member of the International Insolvency Institute, a Fellow of the American College of Commercial Finance Lawyers, and Business Law Advisor to the American Bar Association Section on Business Law. Regarding the recent financial crisis, Professor Schwarcz has testified before the U.S. Congress and has advised several U.S. and foreign governmental institutions. Regarding in-house counsel, he is the author of “To Make or to Buy: In-House Lawyering and Value Creation,” 33 JOURNAL OF CORPORATION LAW 497 (2008).

**William H. Simon** is the Arthur Levitt Professor of Law and the Everett B. Birch Professor in Professional Responsibility at Columbia Law School and the William and Gertrude Saunders Professor of Law Emeritus at Stanford University. Simon's areas of expertise are Professional Responsibility and Social Policy. Simon holds a bachelor's degree from Princeton University and a J.D. from Harvard University. Simon is best known for his public stance against unethical lawyers selling unjustified written legal opinions to clients who use such dubious advice to escape criminal consequences of their actions.
Anne Smith is the co-founder and Co-Director of the Law & Entrepreneurship Clinic at the University of Wisconsin Law School. Previously, she was the General Counsel for Winterthur U.S. Holdings, Inc., a U.S. insurance holding company owned by Winterthur Swiss Insurance Company and Credit Suisse; and she later became General Counsel for Promega Corporation, a global life sciences company. Professor Smith’s practice focused on general corporate law and mergers and acquisitions. She has most recently served as Chairperson of the Board of Directors for Care Wisconsin, a long term care service provider. Professor Smith is a graduate of the University of Wisconsin Law School.

Andrew Brady Spalding of the Chicago-Kent College of Law, teaches and writes at the intersection of international business law and geopolitics, with a specific focus on anticorruption laws and their impact in developing countries. He has recently published articles in the UCLA Law Review and Florida Law Review, and his research has been published in the Wall Street Journal, Forbes, and various international publications. He is also a regular guest contributor to the FCPA Blog. A former Fulbright Senior Research Scholar, he has conducted research and lectured to law schools, business schools, and political science departments throughout the world, including India, China, Turkey, Thailand, Bangladesh, Kazakhstan, the United Arab Emirates, and South Africa. He previously conducted corporate governance investigations and securities fraud litigation in the Washington, D.C., office of Wilmer Cutler Pickering Hale and Dorr, following clerkships at the U.S. Court of Appeals for the Ninth Circuit and the U.S. District Court for the District of Nevada. Before joining the legal academy, he taught political science at Minnesota State University at St. Cloud and the University of Nevada, Las Vegas. He has a Ph.D. in political science from the University of Wisconsin-Madison and a J.D. from the University of Nevada, Las Vegas.

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Cheryl Rosen Weston has been teaching at the University of Wisconsin Law School since the 1970s. She is the founder of the Madison law firm of Cullen, Weston, Pines & Bach, LLP, where she now is affiliated as “Of Counsel.” Professor Weston spent over twenty years in private practice as a litigator in state and federal courts. She continues to serve as a Referee for the Wisconsin Supreme Court in attorney disciplinary matters; former service includes many years as a Dane County Court Commissioner, Chairperson of the Dane County Civil Service Commission, Board Member of the Wisconsin State Bar Family Law Section, Vice President of the ACLU of Wisconsin and Master Bench of the James E. Doyle Inns of Court. She has published articles in Matthew Bender’s Family Law Litigation Guide and Bender’s Child Custody and Visitation Law and Practice as well as the Wisconsin International Law Journal. For eleven years she served as in-house and general counsel for a distribution company. She purchased the company in 1999 and assumed the position of CEO in what has become the largest woman-owned business in the State of Wisconsin.
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