

NYU POLLACK CENTER FOR LAW & BUSINESS

2006 NYU Directors' Institute

THURSDAY, MAY 18, 2006

Welcome Reception

6:30 p.m., Lobby, Kimmel Center

Dinner with Keynote Address

7:15 p.m., **Laurence D. Fink**, CEO and Chairman of BlackRock, Inc.

7:45 p.m., **Dinner**, Rosenthal Pavilion, Kimmel Center

FRIDAY, MAY 19, 2006

Registration and Breakfast

8:00 a.m., Rosenthal Pavilion, Kimmel Center

Welcoming Remarks

8:45 a.m., Rosenthal Pavilion

William R. Berkley, Chairman and CEO, W.R. Berkley Corp.

THE CEO AND THE BOARD

9:00 a.m. – 10:30 a.m., Rosenthal Pavilion, Kimmel Center

Chair:

Martin Lipton, Esq., Senior Partner, Wachtell, Lipton, Rosen & Katz

Panelists:

Norman R. Augustine, retired Chairman and CEO, Lockheed Martin Corp.; Director, Proctor & Gamble Co., Black & Decker

Harold McGraw III, Chairman, President and CEO, The McGraw-Hill Companies; Director, United Technologies, ConocoPhillips

Break

10:30 a.m. – 10:45 a.m.

CURRENT ISSUES IN THE WORK OF THE COMPENSATION COMMITTEE

10:45 a.m. – 12:15 p.m., Rosenthal Pavilion, Kimmel Center

Chair:

Linda E. Rappaport, Partner, Shearman & Sterling

Panelists:

Joseph E. Bachelder, Senior Partner, The Bachelder Firm

Kenneth G. Langone, Chairman and CEO, Invemed Assoc. L.L.C.; Co-founder and Lead Director, Home Depot; Director, Choicepoint, Yum! Brands, Inc.

David N. Swinford, Senior Managing Director, Pearl Meyer & Partners

Lunch with Keynote Address

12:15 p.m., Rosenthal Pavilion, Kimmel Center

Lawrence A. Bossidy, Retired Chairman of Honeywell International Inc.

DEVELOPMENTS IN THE GENERAL COUNSEL'S ROLE

1:45 p.m. – 3:15 p.m., Rosenthal Pavilion, Kimmel Center

Chair:

Simon M. Lorne, Vice Chairman and Chief Legal Officer, Millennium Partners, LP; former General Counsel, U.S. Securities and Exchange Commission

Panelists:

Michael S. Helfer, General Counsel and Corporate Secretary, Citigroup
Giovanni Prezioso, Former General Counsel, Securities and Exchange Commission

William H. Trachsel, Senior Vice President and General Counsel, United Technologies Corp.

Wendell L. Willkie, II, Senior Vice President, General Counsel and Secretary, MeadWestvaco

Break

3:15 p.m. – 3:30 p.m.

DIRECTORS FIDUCIARY DUTY OF CARE: SEC AND JUDICIAL EXPECTATIONS, RISKS AND PROTECTIONS

3:30 p.m. – 5:00 p.m., Rosenthal Pavilion, Kimmel Center

Chair:

William T. Allen, Nusbaum Professor of Law and Business and Director, NYU Center for Law & Business

Panelists:

Arthur Fleischer, Jr. Senior Partner, Fried, Frank, Harris, Shriver & Jacobson

Hon. Jack B. Jacobs, Justice, Delaware Supreme Court

Carolyn H. Rosenberg, Partner, Sachnoff & Weaver

Walter G. Ricciardi, Deputy Director, SEC Division of Enforcement

Location

The NYU Directors' Institute will be held in the Rosenthal Pavilion, **Kimmel Center**, 60 Washington Square South, on NYU's campus, located on the corner of Washington Square South (West 4th Street) and LaGuardia Place. The School is accessible via the N, R (to 8th Street) A, B, C, D, E, F, (to West 4th Street) or #6 (to Astor Place) subway routes.

CLE Credit

Attorneys who are admitted in New York will receive 6.0 continuing legal education (CLE) credit hours.

ISS Accreditation

The Institute is accredited by Institutional Shareholder Services