



WEIL, GOTSHAL & MANGES LLP

AUDIT COMMITTEE INSTITUTE

The 5th Annual Audit Committee Issues Conference

Planning the 2009 Agenda

February 3
Miami, FL

February 10
Phoenix, AZ



WEIL, GOTSHAL & MANGES^{LLP}



The 5th Annual Audit Committee Issues Conference

Planning the 2009 Agenda

Dear Audit Committee Member:

In today's environment, corporate audit committees are operating in a climate of increased regulation, direct accountability, and heightened expectations. As a result, many audit committees are reevaluating their approach to providing oversight, placing increased emphasis on understanding financial reporting risks and emerging trends, as the audit committee agenda is established.

To assist you in addressing the challenges of providing insightful and effective oversight, KPMG's Audit Committee Institute, Weil, Gotshal & Manges LLP, and the National Association of Corporate Directors invite you to join us for a day-long interactive forum entitled **The 5th Annual Audit Committee Issues Conference: Planning the 2009 Agenda**. Due to significant interest, this conference will be hosted in two locations: Miami, Florida (February 3) and Phoenix, Arizona (February 10).

Designed exclusively for audit committee members, this conference will explore the critical issues affecting audit committee oversight, and consider ways to effectively leverage lessons learned from 2008.

To help ensure a dynamic, interactive discussion, attendance will be strictly limited. Participant questions and comments will be an important element of the conference, and issues will be explored through a combination of keynote presentations and panel-led discussions.

We hope you can join us.



Mary Pat McCarthy
U.S. Vice Chair, KPMG LLP
Executive Director,
KPMG's Audit Committee Institute



Holly J. Gregory
Partner
Weil, Gotshal & Manges LLP



Kenneth Daly
President and CEO
National Association of
Corporate Directors

Agenda

Miami, February 2 / Phoenix, February 9

5:00 p.m.	Registration Opens
6:00 p.m.–7:30 p.m.	Welcome and Reception

Miami, February 3 / Phoenix, February 10

7:00 a.m.–8:00 a.m.	Continental Breakfast/Registration
8:00 a.m.–8:10 a.m.	Welcome and Introduction
8:10 a.m.–8:30 a.m.	Keynote Admiral William J. Fallon <i>The Leadership Challenge</i>
8:30 a.m.–9:45 a.m.	Panel Discussion Current Financial Crisis: The Audit Committee Perspective
9:45 a.m.–10:00 a.m.	Break
10:00 a.m.–11:15 a.m.	Panel Discussion Developments in Risk Oversight
11:15 a.m.–12:15 p.m.	Panel Discussion Establishing the 2009 Audit Committee Agenda
12:15 p.m.–1:15 p.m.	Lunch
1:15 p.m.–2:00 p.m.	Keynote Ira M. Millstein <i>The Challenges for Today's Corporate Governance: The Role of the Board Amidst Changing Capital Markets and the New Administration</i>
2:00 p.m.–2:15 p.m.	Break
2:15 p.m.–3:15 p.m.	Panel Discussion Accounting Update
3:15 p.m.–3:30 p.m.	Break
3:30 p.m.–4:45 p.m.	Panel Discussion The Audit Committee's Role in Special Investigations
4:45 p.m.–5:00 p.m.	Conference Close



Keynote Speakers



William J. Fallon

Retired Four-Star Admiral, U.S. Navy
Former Commander, U.S. Central Command



Ira M. Millstein

Senior Partner, Weil, Gotshal & Manges LLP
Senior Associate Dean for Corporate
Governance, Yale School of Management

WHAT PARTICIPANTS SAID ABOUT THE 2008 ANNUAL AUDIT COMMITTEE ISSUES CONFERENCE

*"One of the best I have
attended"*

*"Continues to be a great
balance of information
sharing and practical
application"*

*"Worthwhile session,
excellent panelists"*

"Great conference!"

Panel Discussions

Conference panel discussions are structured to allow an open exchange of ideas and viewpoints among participants and panel members. Panel members have been invited based on their insight, experience, and passion for the discussion topics. They include audit committee members, C-level corporate officers, prominent attorneys, external auditors, and others committed to exploring and improving audit committee oversight.

General Information

Premeeting Reception

A reception will be held the night before each conference beginning at 6:00 p.m. The reception was one of last year's highlights, as it allowed audit committee members to interact and discuss issues in an informal setting. We strongly encourage conference participants to make time for this important element of the conference.

Registration

This program is intended for audit committee members and is available by invitation only. Participants may register for the conference online at: <http://ps.seeuthere.com/kpmg/4009582/index.htm> or by completing and faxing the enclosed registration form to 201-505-2284 or calling Hasmig Yetemian of the Audit Committee Institute at 201-505-3705. Questions about the conference may be directed to Hasmig Yetemian at hyetemian@kpmg.com.

Conference Fee

The conference fee for ACI members and NACD members is \$1,000 per attendee. The conference fee for nonmembers is \$1,200 per attendee. This fee will help defray the costs of meeting materials, scheduled events, the preconference reception, breakfast and lunch. Lodging, travel, and incidentals are the responsibility of each attendee. Each attendee will receive a letter of confirmation upon receipt and processing of his or her registration.

Who Should Attend

This conference is for audit committee members only.

Conference Venues

February 3, 2009
East Coast Session
Meeting # 4009582

February 10, 2009
West Coast Session
Meeting # 4009583

Doral Golf Resort & Spa, A Marriott Resort
4400 NW 87th Avenue
Miami, FL 33178
Phone: 305-592-2000
Room Rate: US\$339 per night

Arizona Biltmore Resort & Spa
2400 East Missouri Avenue
Phoenix, AZ 85016
Phone: 602-955-6600
Room Rate: US\$319 per night

Doral and the Biltmore were selected as sites for the 2009 Annual Audit Committee Issues Conference for their world-class facilities, elegant settings, and convenient locations in the East and West, respectively.

The sponsors have arranged special room rates for conference attendees of \$339 (at Doral Golf Resort) and \$319 (at Arizona Biltmore), plus applicable tax and fees* for conference attendees.

Continuing Education Credits

This program has been approved for accreditation by the Risk Metrics Group (fka ISS). Attendees should also be eligible to receive 7–9 Continuing Professional Education (CPE) credits, although state boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Additionally, this program supports The Directors Institute's Certificate of Director Education program through the NACD and is eligible for 8 CDE credits.

Attire

Attire for all program activities is business casual.

Cancellations

If you need to modify or cancel your registration and cannot locate your Registration Confirmation e-mail, please contact US-NSS Meeting Registration at meetingregistration@kpmg.com or 201-307-8488 and reference the meeting number 4009582 for the February 3 session in Miami, FL or 4009583 for the February 10 session in Phoenix, AZ. Please do not contact the hotel directly, as they will not be able to reserve, modify, or cancel your hotel reservation.

** Room rates are not included in the conference fee.*

Conference Sponsors

Audit Committee Institute

Celebrating a Decade of Supporting Audit Committees (1999 – 2009)

Since 1999, KPMG LLP has sponsored the Audit Committee Institute (ACI), which is a resource for audit committees and senior management. ACI's primary mission is to communicate with audit committee members and those who interact with them to enhance their awareness of, commitment to, and ability to implement effective audit committee processes. Our programs have allowed us to meet directly with thousands of directors and officers. ACI's initiatives include semiannual roundtables, numerous publications and surveys, conference and board presentations, our highly regarded Web site (www.auditcommitteeinstitute.com), and Audit Committee Insights (www.kpmginsights.com), our online publication.

www.auditcommitteeinstitute.com

Weil, Gotshal & Manges LLP

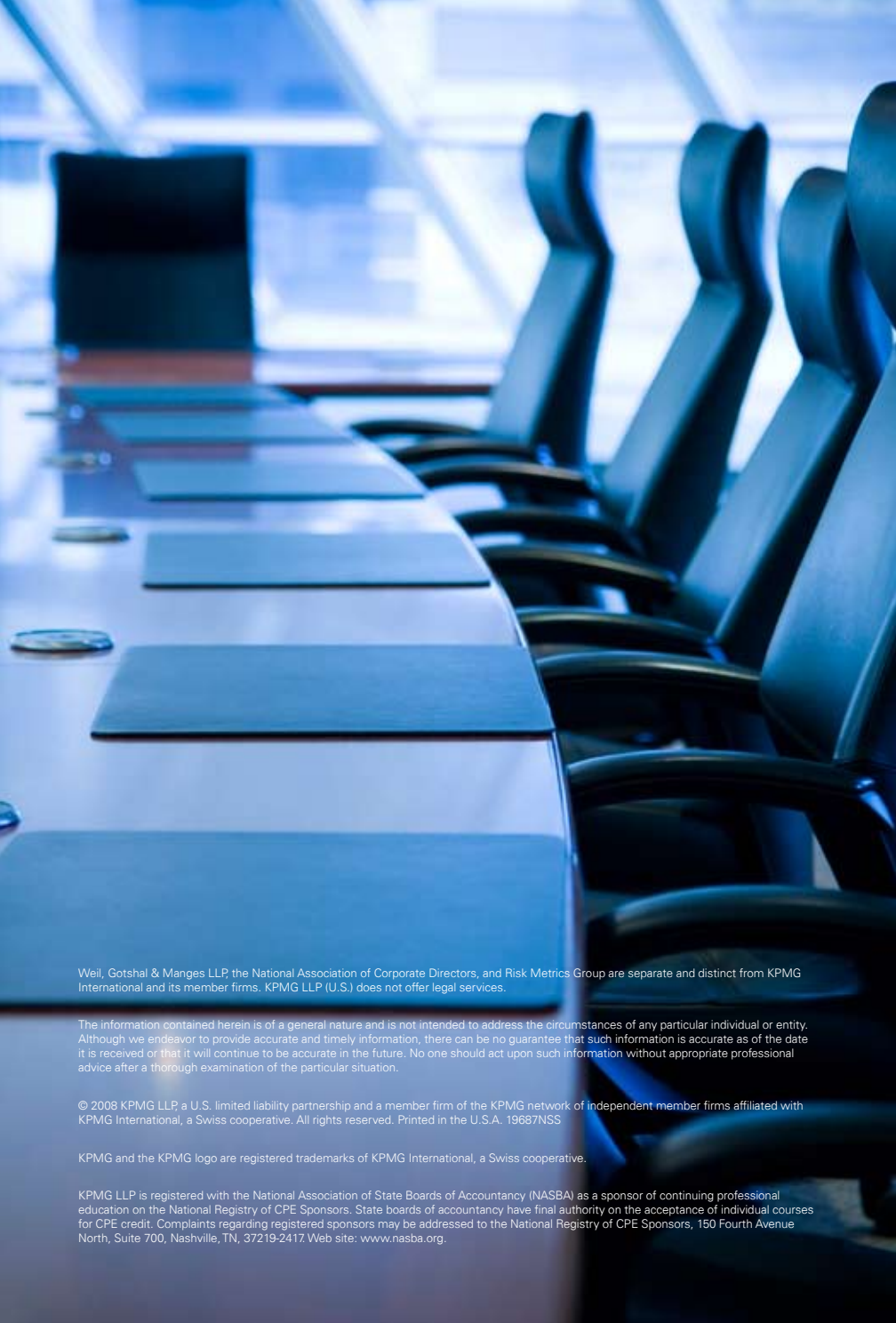
Weil, Gotshal & Manges LLP, with more than 1,300 lawyers across the United States, Europe, and Asia, is an international leader in the provision of sophisticated legal services on complex, high-stakes matters and transactions. Weil Gotshal's Corporate Governance lawyers are recognized as the preeminent counsel of directors, management, and institutional investors. The practice has advised many of the world's largest organizations on governance structure, processes, and related compliance issues. Clients include companies and boards facing potential enterprise-altering situations, including insolvency, significant transactions, investigations and litigation, as well as healthy companies interested in best practices and risk management. Weil Gotshal lawyers have played a leading role in international and domestic policy reform discussions. They have advised the World Bank, the European Commission, and various stock exchanges and regulatory bodies, and they have contributed to some of the world's most influential governance guidelines.

www.weil.com

National Association of Corporate Directors

Founded in 1977, the National Association of Corporate Directors (NACD) is the only nonprofit membership organization dedicated exclusively to serving the corporate governance needs of directors and boards. NACD's mission is to raise the standards of corporate governance nationwide; its goal is to increase director and board effectiveness through education, information, independent research, and dissemination of leading practices. NACD's 10,000 members represent companies ranging from Fortune 100 public companies to small, private, and closely held firms.

www.nacdonline.org



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Fax Registration Form

If not registering online at <http://ps.seeuthere.com/kpmg/4009582/index.htm>

Seating for *The 5th Annual Audit Committee Issues Conference: Planning the 2009 Agenda* is limited and is expected to reach capacity. We request that participants register as quickly as possible, as additional invitations may be issued based on availability.

You may register by completing this form and faxing it to 201-505-2284 or by calling 201-505-3705. Confirmation of your registration acceptance will be made as soon as it has been received and processed. Please indicate below how you would like to be contacted.

Are you a member of: ACI NACD Both ACI and NACD I'm not a member of either

*Required field

First name* MI Last name*

Title* Company*

Primary mailing address*

City/State/Zip*

Telephone* Fax E-mail*

First name for badge

Please reserve a room at the Doral Golf Resort & Spa (Miami) for night(s) of (check box): February 1 February 2 February 3

Please reserve a room at the Arizona Biltmore Resort & Spa (Phoenix) for night(s) of: February 8 February 9 February 10

Will you attend the networking reception on Monday, February 2/February 9: Yes No Yes, with guest

Guest name for badge: _____

Do you have any special dietary requirements?

Please list the companies for which you serve as a director*:

What do you think are the most significant Audit Committee oversight "lessons learned" in 2008?

How do you think these will impact the annual Audit Committee agenda for 2009?

Payment: Bill my card \$_____ Visa MasterCard American Express Diners Club

Credit Card Account Number _____ Exp. Date: _____

Card Holder Name _____ Card Holder Signature _____

Daytime Phone (in case we need to contact you) _____

Please send a bill to the address above the billing address below

Bill to _____

Address _____

City/State/Zip _____

Please sign me up as an ACI Member today – I would like to receive the benefits of an ACI Membership, including timely news and alerts, the latest surveys and thought leadership from ACI, invitations to audit committee forums and Webcasts, and discounts on selected audit committee events and governance resources.

I would like to receive KPMG's *Audit Committee Insights*, a complimentary, biweekly e-publication.

*We look forward to seeing you at **The 5th Annual Audit Committee Issues Conference: Planning the 2009 Agenda**.*

**To register online for The 5th Annual Audit Committee
Issues Conference,
visit <http://ps.seeuthere.com/kpmg/4009582/index.htm>.**

You may also register by completing the Fax Registration Form
under this flap.

