Program Highlights Include:

- 4 hours of CLE ethics credit
- Identifying conflicts and imputed conflicts in corporate transactions
- Addressing conflicts with waivers or consent
- Ethical screens or firewalls
- The perils of joint representation

Register Online!

The Carolina Club, George Watts Hill Alumni Center
Chapel Hill, North Carolina

Co-sponsored by the
UNC School of Law Center for Banking and Finance
The Dan K. Moore Program in Ethics is a very well-regarded continuing legal education program sponsored annually by the UNC School of Law. This important program is dedicated to the exemplary legacy of professional ethics left to us by the distinguished life and work of Dan K. Moore, the esteemed former governor of North Carolina and a 1929 graduate of the UNC School of Law.

For the past five years the Dan K. Moore program has focused on issues relevant to attorneys who advise corporate clients. The 2002 program discussed lawyer liability and responsibility in a post-Enron world, the 2003 program focused on the SEC’s new rules under the Sarbanes-Oxley Act governing lawyer conduct and the relationship of those rules to the lawyer conduct rules of the state bars, the 2004 program addressed new challenges in ethics and governance for corporate lawyers, the 2005 program considered the lawyer’s role in responding to enforcement actions against a corporate client, and the 2006 program discussed ethical issues arising from the relationship between lawyers and accountants in their representation of a corporate client.

The response to these programs from those who advise corporate clients as outside attorneys or in-house attorneys was overwhelmingly positive. Thus, the program is again directed to this audience and will explore conflict of interest problems as they may arise in the representation of a corporate client.

The program will address conflicts of interest for corporate lawyers – both in-house counsel and attorneys in private practice. The likelihood of conflicts of interest has increased as law firms expand in size and as transactions become increasingly complex with multiple parties involved. Topics to be covered include identifying conflicts of interest with potential clients, current clients, and former clients. We will explore imputed conflicts as well. The perils of joint representation of a corporation and its directors, officers, or employees will also be examined. We will discuss conflict waivers, including waivers of future conflicts and when ethical screens or firewalls are appropriate and effective. Additional issues that will be addressed are issue conflicts, including those that may be presented by pro bono representation; practice area conflicts; the dangers of client “beauty contests” or interviews with prospective clients; conflicts issues created by equity interests in clients held by outside lawyers or in-house lawyers who receive stock or stock options as part of their compensation package; and the conflicts issues created by a lawyer serving on a client’s board. We will consider the role of law firm ethics counsel or conflicts committees in identifying and resolving conflicts, along with the responsibility and authority at the client corporation for identifying and waiving conflicts. Assistance that might be provided by the firm’s professional liability carrier will also be considered.

At lunch, each table will be asked to discuss and report on a specific conflicts challenge. This additional opportunity for discussion and interaction is a unique and popular aspect of this program.

Our distinguished panelists draw on a wealth of experience as seasoned private practitioners, firm ethics and conflicts counsel, former loss prevention counsel for professional liability insurance carriers, corporate general counsel, and as a consultant to law firms on ethics issues. As was the case with prior programs, the discussion among the panelists is guaranteed to be lively and there will be ample opportunity for questions from and interchange with the audience.

The Center for Banking and Finance was established at the UNC School of Law on July 1, 2000. The Center was created to recognize and further the important role of banking and financial services to the economy of North Carolina, as well as the leadership role played by North Carolina-based financial institutions in the continuing evolution of the financial services industry.

The Center studies the legal and policy issues related to banking and finance, advances the teaching of these important areas, and sponsors conferences for industry professionals, including the Seventh Annual Consumer Law & Consumer Credit Symposium at the Festival of Legal Learning, February 1-2, 2008, at the Friday Center in Chapel Hill, and the Twelfth Annual Banking Institute, April 3-4, 2008, at The Ballantyne Resort in Charlotte, North Carolina.

The Center is directed by professor Lissa Broome and guided by a distinguished board of advisors. For more information about the Center or its activities, please contact Lissa Broome, (919) 962-7066 or lbroome@email.unc.edu, or see www.law.unc.edu/banking.

Program Panelists:

Ethan A. Berghoff
Partner, Baker & McKenzie, L.L.P., Chicago

Alison R. Bost
Ethics and Conflicts Counsel, Womble, Carlyle, Sandridge & Rice, P.L.L.C., Winston-Salem

Peter C. Buck
Partner, Robinson, Bradshaw & Hinson, PA., Charlotte

William Freivogel
Attorney & Legal Ethics Consultant, Chicago

M. Patricia Oliver
Executive Vice President, General Counsel, Corporate Secretary, and Chief Corporate Governance Officer, BB&T Corporation, Winston-Salem
<table>
<thead>
<tr>
<th>Time</th>
<th>Event</th>
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<tbody>
<tr>
<td>9:30 a.m.</td>
<td>Registration and Coffee</td>
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<tr>
<td>10:00 a.m.</td>
<td>Welcome &amp; Introduction to Program</td>
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<td>John Charles “Jack” Boger, Dean and Wade Edwards Distinguished Professor of Law</td>
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<td>Lissa L. Broome, Wachovia Professor of Banking Law, UNC School of Law</td>
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<tr>
<td>10:15 a.m.</td>
<td>Overview of the Rules Relating to Conflicts of Interest focusing on Corporate Legal Practice</td>
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<td>The panel will outline the rules and issues related to conflicts with current clients, former clients, and imputation of conflicts, with examples and hypotheticals of particular relevance to a transactional attorney. The panelists will discuss conflicts checking methods, and the role of firm ethics counsel or conflicts committee in identifying conflicts. The role and responsibility of in-house counsel in identifying and waiving conflicts will also be discussed.</td>
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<tr>
<td>11:30 a.m.</td>
<td>Break</td>
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<td>11:45 a.m.</td>
<td>Waivers and Screens</td>
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<td>With the large size of many of today’s law firms and the number of firms used by clients, conflicts are inevitable. The panelists will discuss what conflicts are non-waivable, and how best to waive those that can be waived. Consideration will be given to the effectiveness of waivers of future conflicts and the wisdom of providing advance consent to future conflicts. The use of ethical screens will be analyzed. When are they appropriate? Are they effective? How can their effectiveness be maximized?</td>
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<tr>
<td>12:30 p.m.</td>
<td>Lunch</td>
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<td>12:45 p.m.</td>
<td>Break-out Discussions</td>
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<td>While participants are finishing lunch, each lunch table will be asked to discuss a specific issue related to conflicts in a corporate practice setting. Time will be reserved at the end to hear from participants about their table's approach to the problem.</td>
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<tr>
<td>1:45 p.m.</td>
<td>Particular Conflicts Issues</td>
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<td>A variety of additional conflicts issues will be discussed, including joint representation of a corporation, its officers, directors or employees; joint representation of co-owners of a business venture, including members of an LLC; issue conflicts (including in pro bono representation); practice area conflicts; the perils of “beauty contests” or interviews by prospective clients; taking equity in a client, including an in-house attorney’s compensation that may include stock or stock options; and the conflicts issues associated with a lawyer serving on a client’s board.</td>
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<tr>
<td>2:45 p.m.</td>
<td>Additional Discussion and Concluding Comments</td>
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<td>Thomas Lee Hazen, Cary C. Boshamer, Distinguished Professor of Law, UNC School of Law</td>
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<tr>
<td>3:00 p.m.</td>
<td>Adjournment</td>
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Ethan A. Berghoff
Berghoff is a partner with Baker & McKenzie, L.L.P. in Chicago where he is a commercial litigator, focusing his practice on international commercial litigation and arbitration, fiduciary obligation, and reinsurance disputes. He is the author of the dispute resolution chapter in the Cross Border Transactions Handbook published by the Dispute Resolution Center in 2006. He received his bachelor's degree from the University of North Carolina at Chapel Hill and a J.D. degree from Georgetown University Law Center.

Alison R. Bost
Bost is in the Winston-Salem office of Womble Carlyle Sandridge & Rice, P.L.L.C., and serves as the firm’s Ethics and Conflicts Counsel. In this role, she advises and provides training to firm attorneys and firm clients on ethics issues. In addition, Bost maintains an active appellate practice. She has handled a variety of civil cases in both North Carolina and federal courts, including labor and employment cases. She received her bachelor's degree from Guilford College and a J.D. degree from Wake Forest University.

Peter C. Buck
Buck is a partner at Robinson, Bradshaw & Hinson, P.A. in Charlotte. He previously served as deputy general counsel of Duke Energy Corporation. Buck practices in the areas of mergers and acquisitions, corporate law, banking and finance, and energy law. He co-authored, “Confidentiality of Communications by In-House Counsel for Financial Institutions”, #6, N.C. Banking Institute 265 (2002). Buck has been named to numerous “best lawyer” lists, including Chambers USA: America’s Leading Lawyers, Business North Carolina’s Legal Elite, and North Carolina Super Lawyer. He received his bachelor’s and J.D. from Duke University.

William Freivogel
Freivogel is an independent consultant to law firms on ethics and professional liability. He practiced law in Chicago and Danville, Ill., for over 20 years as a trial lawyer with expertise in antitrust, civil rights, constitutional law, products liability, and intellectual property. Since 1987 he has concentrated on legal ethics and lawyer malpractice, serving as senior vice president and loss prevention counsel for Attorneys’ Liability Assurance Society (ALAS), and as senior vice president — Loss Prevention for Aon Risk Services. He publishes Freivogel on Conflicts (www.freivogelonconflicts.com) as an online resource dedicated to conflicts of interest. He frequently writes and speaks about issues of ethics and professional conduct. He received his bachelor's degree and J.D. from the University of Illinois at Urbana-Champaign.

M. Patricia Oliver
Oliver is the executive vice president and general counsel of BB&T Corporation. She also serves as corporate secretary and chief corporate governance officer. Oliver was formerly a partner and chair of the Financial Services Practice at Squire, Sanders & Dempsey, a global multi-jurisdictional law firm with offices throughout the Americas, Europe and Asia. She has been a frequent speaker on such topics as Sarbanes-Oxley, corporate governance, and regulatory compliance issues of interest before banking and bar associations, regulators, and seminars sponsored by accounting firms and investment banks. She received her bachelor's degree from Allegheny College and a J.D. from Case Western Reserve University.

Program Directors:

Lissa L. Broome
Wachovia Professor of Banking Law and Director, Center for Banking & Finance
UNC School of Law, Chapel Hill

Thomas Lee Hazen
Cary C. Boshamer Distinguished Professor of Law
UNC School of Law, Chapel Hill
Please register me for the 2007 Dan K. Moore Program in Ethics

Print the following information:

Registration Information:

- Name: __________________________________________
- Firm/Company: __________________________________________
- Address: __________________________________________
- City, State: __________________________________________ Zip: __________________________________________
- Daytime Phone: __________________________________________ Fax: __________________________________________
- E-mail address: __________________________________________
- Name as you would like it to appear on nametag: __________________________________________

☐ I am a graduate of the UNC School of Law.  ☐ I am not a graduate of the UNC School of Law.

☐ I would like to receive CLE credit in North Carolina.  ☐ I would like to receive CLE Credit in the state of: ______________

My N.C. Bar number is: ____________________________ My Bar Number* is: ____________________________

*Attendance is reported to the state you request, however, out-of-state fees are the responsibility of the attendee.

Payment Information:

Program Fee: $195.00

To Pay by Check: Please send your registration form and a check for $195.00 made payable to “School of Law — CLE” (please, no staples) to: UNC School of Law — Office of CLE, CB #3380, Chapel Hill, NC 27599-3380, Attn: DKM Registration.

To Pay by Credit Card: Please provide us with the following information:  ☐ MasterCard  ☐ VISA

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  - Return the registration form to: Office of CLE UNC School of Law CB # 3380 Chapel Hill, NC 27599-3380 Attn: DKM Registration

- By Fax
  - With a credit card number: (919) 843-7779 VISA and MasterCard only
Online Registration
Online registration is available for all Carolina Law CLE programs. Simply go to our Web site at www.law.unc.edu/cle, click on the online registration link and have your credit card ready! To register for the 2007 Dan K. Moore Program in Ethics, just enter all the details and submit the registration request for processing. No printing, no mailing, no postage! Immediate confirmation. What could be easier? Registering for a CLE program has never been faster or more convenient.

To Register
Registration Fee: $195  -  Group Discount (send 3): $150
To register for the 2007 Dan K. Moore Program in Ethics, register online or detach the registration form and return it to the School of Law with a check made payable to “UNC School of Law — CLE.” Please register before October 26 to ensure receipt of your confirmation letter and related materials. No confirmation materials will be mailed out after October 26. The $195 registration fee includes all text materials, a continental breakfast, lunch and beverages. Onsite registration will be permitted subject to space availability.

Cancellations/Refunds
Cancellations received before October 26 will be honored and fees refunded, less a $50 processing fee. Cancellations made after this date may be subject to additional fees or no refund at all. In fairness to all attendees, confirmed participants who do not attend are liable for the entire fee unless other arrangements have been made with director of continuing legal education at (919) 962-1679.

CLE Credit
Credit Hours: 4 hours of Ethics
Continuing legal education credit will be reported to the N.C. State Bar Board of Continuing Legal Education by the UNC School of Law. Please indicate on your registration form if you desire CLE credit for this program.

CLE Credit in Other States
Please indicate the states in which you would like to receive credit on your registration form, and we will assist in that process. Payment of any out-of-state fees are the responsibility of the attendee.

Location
The Carolina Club, UNC-Chapel Hill
The 2007 Dan K. Moore Program in Ethics will be held at the Carolina Club in the George Watts Alumni Center on the UNC-Chapel Hill campus. There is convenient parking in the Rams Head parking garage adjacent to the Carolina Club for an hourly fee. A map and parking information will accompany registration confirmation. Messages for program attendees on the day of the program may be left at (919) 962-1101.

For more information about CLE programs, contact Carolina Law:
By Email: jcarlock@email.unc.edu
Online: www.law.unc.edu/cle
By Phone:
Call the Office of CLE at (919) 962-1679
9:00 a.m. - 5:00 p.m., Monday - Friday